

**FORM 10-Q**  
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2019

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-10816

  
**MGIC Investment Corporation**  
(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction of incorporation or organization)

39-1486475  
(I.R.S. Employer Identification No.)

250 E. Kilbourn Avenue  
Milwaukee, Wisconsin  
(Address of principal executive offices)

53202  
(Zip Code)

(414) 347-6480  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock	MTG	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ (Do not check if a smaller reporting company)

Emerging growth company ☐ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of July 31, 2019, there were 354,154,379 shares of common stock of the registrant, par value \$1.00 per share, outstanding.

### *Forward Looking and Other Statements*

All statements in this report that address events, developments or results that we expect or anticipate may occur in the future are “forward looking statements.” Forward looking statements consist of statements that relate to matters other than historical fact. In most cases, forward looking statements may be identified by words such as “believe,” “anticipate” or “expect,” or words of similar import. The risk factors referred to in “Forward Looking Statements and Risk Factors – Location of Risk Factors” in Management’s Discussion and Analysis of Financial Condition and Results of Operations below, may cause our actual results to differ materially from the results contemplated by forward looking statements that we may make. We are not undertaking any obligation to update any forward looking statements or other statements we may make in this document even though these statements may be affected by events or circumstances occurring after the forward looking statements or other statements were made. Therefore no reader of this document should rely on these statements being current as of any time other than the time at which this document was filed with the Securities and Exchange Commission.

**MGIC INVESTMENT CORPORATION AND SUBSIDIARIES**

**FORM 10-Q**

**FOR THE QUARTER ENDED JUNE 30, 2019**

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## Glossary of terms and acronyms

### / A

#### **ARMs**

Adjustable rate mortgages

#### **ABS**

Asset-backed securities

#### **ASC**

Accounting Standards Codification

#### **Available Assets**

Assets, as designated under the PMIERS, that are readily available to pay claims, and include the most liquid investments

### / B

#### **Book or book year**

A group of loans insured in a particular calendar year

#### **BPMI**

Borrower-paid mortgage insurance

### / C

#### **CECL**

Current expected credit losses

#### **CFPB**

Consumer Financial Protection Bureau

#### **CLO**

Collateralized loan obligations

#### **CMBS**

Commercial mortgage-backed securities

### / D

#### **DAC**

Deferred insurance policy acquisition costs

#### **Debt-to-income ("DTI") ratio**

The ratio, expressed as a percentage, of a borrower's total debt payments to gross income

#### **Direct**

When referring to insurance or risk written or in force, "direct" means before giving effect to reinsurance

### / F

#### **Fannie Mae**

Federal National Mortgage Association

#### **FCRA**

Fair Credit Reporting Act

#### **FEMA**

Federal Emergency Management Agency

#### **FHA**

Federal Housing Administration

#### **FHFA**

Federal Housing Finance Agency

#### **FHLB**

Federal Home Loan Bank of Chicago, of which MGIC is a member

#### **FICO score**

A measure of consumer credit risk provided by credit bureaus, typically produced from statistical models by Fair Isaac Corporation utilizing data collected by the credit bureaus

#### **Freddie Mac**

Federal Home Loan Mortgage Corporation

### / G

#### **GAAP**

Generally Accepted Accounting Principles in the United States

#### **GSEs**

Collectively, Fannie Mae and Freddie Mac

### / H

#### **HAMP**

Home Affordable Modification Program

#### **HARP**

Home Affordable Refinance Program

#### **Home Re Transactions**

Excess-of-loss reinsurance transactions with unaffiliated special purpose insurers domiciled in Bermuda

#### **HOPA**

Homeowners Protection Act

#### **HUD**

Housing and Urban Development

### / I

#### **IADA**

Individual Assistance Disaster Area

#### **IBNR**

Losses incurred but not reported

#### **IIF**

Insurance in force, which for loans insured by us, is equal to the unpaid principal balance, as reported to us

**ILN**

Insurance-linked notes

**/ L****LAE**

Loss adjustment expenses

**Legacy book**

Mortgage insurance policies written prior to 2009

**Loan-to-value ("LTV") ratio**

The ratio, expressed as a percentage, of the dollar amount of the first mortgage loan to the value of the property at the time the loan became insured and does not reflect subsequent housing price appreciation or depreciation. Subordinate mortgages may also be present.

**Long-term debt:****5.75% Notes**

5.75% Senior Notes due on August 15, 2023, with interest payable semi-annually on February 15 and August 15 of each year

**9% Debentures**

9% Convertible Junior Subordinated Debentures due on April 1, 2063, with interest payable semi-annually on April 1 and October 1 of each year

**FHLB Advance or the Advance**

1.91% Fixed rate advance from the FHLB due on February 10, 2023, with interest payable monthly

**Loss ratio**

The ratio, expressed as a percentage, of the sum of incurred losses and loss adjustment expenses to NPE

**Low down payment loans or mortgages**

Loans with less than 20% down payments

**LPMI**

Lender-paid mortgage insurance

**/ M****MBS**

Mortgage-backed securities

**MD&A**

Management's discussion and analysis of financial condition and results of operations

**MGIC**

Mortgage Guaranty Insurance Corporation, a subsidiary of MGIC Investment Corporation

**MAC**

MGIC Assurance Corporation, a subsidiary of MGIC

**MIC**

MGIC Indemnity Corporation, a subsidiary of MGIC

**Minimum Required Assets**

The greater of \$400 million or the total of the minimum amount of Available Assets that must be held under the PMIERS based upon a percentage of RIF weighted by certain risk attributes

**MPP**

Minimum Policyholder Position, as required under certain state requirements. The "policyholder position" of a mortgage insurer is its net worth or surplus, contingency reserve and a portion of the reserves for unearned premiums

**/ N****N/A**

Not applicable for the period presented

**NAIC**

The National Association of Insurance Commissioners

**NIW**

New Insurance Written, is the aggregate original principal amount of the mortgages that are insured during a period

**N/M**

Data, or calculation, deemed not meaningful for the period presented

**NPE**

The amount of premiums earned, net of premiums assumed and ceded under reinsurance agreements

**NPL**

Non-performing loan, which is a delinquent loan, at any stage in its delinquency

**NPW**

The amount of premiums written, net of premiums assumed and ceded under reinsurance agreements

**/ O****OCI**

Office of the Commissioner of Insurance of the State of Wisconsin

**/ P****Persistency**

The percentage of our insurance remaining in force from one year prior

**PMI**

Private Mortgage Insurance (as an industry or product type)

**PMIERs**

Private Mortgage Insurer Eligibility Requirements issued by the GSEs

**Premium Yield**

The ratio of NPE divided by the average IIF outstanding for the period measured

**/ Q****QSR Transaction**

Quota share reinsurance transaction with a group of unaffiliated reinsurers

**/ R****RESPA**

Real Estate Settlement Procedures Act

**RIF**

Risk in force, which for an individual loan insured by us, is equal to the unpaid loan principal balance, as reported to us, multiplied by the insurance coverage percentage. RIF is sometimes referred to as exposure.

**Risk-to-capital**

Under certain state regulations, the ratio of RIF, net of reinsurance and exposure on policies currently in default and for which loss reserves have been established, to the level of statutory capital

**RMBS**

Residential mortgage-backed securities

**/ S****State Capital Requirements**

Under certain state regulations, the minimum amount of statutory capital relative to risk in force (or similar measure)

**/ U****Underwriting expense ratio**

The ratio, expressed as a percentage, of the underwriting and operating expenses, net and amortization of DAC of our combined insurance operations (which excludes underwriting and operating expenses of our non-insurance subsidiaries) to NPW

**Underwriting profit**

NPE minus incurred losses and underwriting and operating expenses

**USDA**

U.S. Department of Agriculture

**/ V****VA**

U.S. Department of Veterans Affairs

**VIE**

Variable interest entity

# PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

### MGIC INVESTMENT CORPORATION AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

<i>(In thousands)</i>	Note	June 30, 2019	December 31, 2018
<b>ASSETS</b>		(Unaudited)	
Investment portfolio:	7 / 8		
Fixed income, available-for-sale, at fair value (amortized cost 2019 - \$5,357,436; 2018 - \$5,196,784)		\$ 5,504,823	\$ 5,151,987
Equity securities, at fair value (cost 2019 - \$3,991; 2018 - \$3,993)	2 / 7 / 8	4,114	3,932
Other invested assets, at cost	2 / 7 / 8	3,100	3,100
Total investment portfolio		5,512,037	5,159,019
Cash and cash equivalents		218,908	151,892
Restricted cash and cash equivalents		6,275	3,146
Accrued investment income		48,272	48,001
Reinsurance recoverable on loss reserves	4	18,402	33,328
Reinsurance recoverable on paid losses		16,903	2,948
Premiums receivable		57,492	55,090
Home office and equipment, net		51,607	51,734
Deferred insurance policy acquisition costs		17,669	17,888
Deferred income taxes, net		20,932	69,184
Other assets		87,040	85,572
<b>Total assets</b>		<b>\$ 6,055,537</b>	<b>\$ 5,677,802</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Liabilities:			
Loss reserves	11	\$ 621,902	\$ 674,019
Unearned premiums		400,999	409,985
Federal Home Loan Bank advance	3	155,000	155,000
Senior notes	3	420,290	419,713
Convertible junior subordinated debentures	3	256,872	256,872
Other liabilities		164,809	180,322
<b>Total liabilities</b>		<b>2,019,872</b>	<b>2,095,911</b>
Contingencies	5		
Shareholders' equity:	12		
Common stock (one dollar par value, shares authorized 1,000,000; shares issued 2019 - 371,353; 2018 - 371,353; shares outstanding 2019 - 354,177; 2018 - 355,371)		371,353	371,353
Paid-in capital		1,860,578	1,862,536
Treasury stock at cost (shares 2019 - 17,176; 2018 - 15,982)		(194,070)	(175,059)
Accumulated other comprehensive income (loss), net of tax		30,810	(124,214)
Retained earnings		1,966,994	1,647,275
<b>Total shareholders' equity</b>		<b>4,035,665</b>	<b>3,581,891</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 6,055,537</b>	<b>\$ 5,677,802</b>

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(In thousands, except per share data)	Note	Three Months Ended June 30,		Six Months Ended June 30,	
		2019	2018	2019	2018
<b>Revenues:</b>					
Premiums written:					
Direct		\$ 283,189	\$ 274,726	\$ 557,086	\$ 544,760
Assumed		1,505	2,085	2,612	2,177
Ceded	4	(41,096)	(21,375)	(71,819)	(54,595)
Net premiums written		243,598	255,436	487,879	492,342
Decrease (increase) in unearned premiums, net		3,504	(8,472)	8,984	(13,271)
Net premiums earned		247,102	246,964	496,863	479,071
Investment income, net of expenses		42,423	34,502	83,008	66,623
Net realized investment gains (losses)	7	307	(1,897)	(219)	(2,226)
Other revenue		2,485	2,431	4,315	4,302
<b>Total revenues</b>		<b>292,317</b>	<b>282,000</b>	<b>583,967</b>	<b>547,770</b>
<b>Losses and expenses:</b>					
Losses incurred, net	11	21,836	(13,455)	60,899	10,395
Amortization of deferred policy acquisition costs		2,760	2,845	5,238	5,417
Other underwriting and operating expenses, net		42,960	41,842	88,900	87,932
Interest expense		13,550	13,246	26,783	26,479
<b>Total losses and expenses</b>		<b>81,106</b>	<b>44,478</b>	<b>181,820</b>	<b>130,223</b>
Income before tax		211,211	237,522	402,147	417,547
Provision for income taxes		43,433	50,708	82,428	87,096
<b>Net income</b>		<b>\$ 167,778</b>	<b>\$ 186,814</b>	<b>\$ 319,719</b>	<b>\$ 330,451</b>
<b>Earnings per share:</b>					
Basic	6	\$ 0.47	\$ 0.51	\$ 0.90	\$ 0.89
Diluted	6	\$ 0.46	\$ 0.49	\$ 0.87	\$ 0.87
<b>Weighted average common shares outstanding - basic</b>					
	6	<b>355,734</b>	<b>368,578</b>	<b>355,694</b>	<b>369,736</b>
<b>Weighted average common shares outstanding - diluted</b>					
	6	<b>376,603</b>	<b>388,881</b>	<b>376,635</b>	<b>390,236</b>

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

(In thousands)	Note	Three Months Ended June 30,		Six Months Ended June 30,	
		2019	2018	2019	2018
<b>Net income</b>		<b>\$ 167,778</b>	<b>\$ 186,814</b>	<b>\$ 319,719</b>	<b>\$ 330,451</b>
Other comprehensive income (loss), net of tax:	9				
Change in unrealized investment gains and losses	7	70,754	(9,922)	151,825	(74,375)
Benefit plan adjustments		1,549	388	3,199	882
Other comprehensive income (loss), net of tax		72,303	(9,534)	155,024	(73,493)
<b>Comprehensive income</b>		<b>\$ 240,081</b>	<b>\$ 177,280</b>	<b>\$ 474,743</b>	<b>\$ 256,958</b>

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited)

		Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	Note	2019	2018	2019	2018
<b>Common stock</b>					
Balance, beginning of period		\$ 371,353	\$ 371,348	\$ 371,353	\$ 370,567
Net common stock issued under share-based compensation plans		—	—	—	781
Balance, end of period		371,353	371,348	371,353	371,348
<b>Paid-in capital</b>					
Balance, beginning of period		1,856,236	1,847,000	1,862,536	1,850,582
Net common stock issued under share-based compensation plans		—	—	—	(8,854)
Reissuance of treasury stock, net under share-based compensation plans		—	—	(11,582)	—
Equity compensation		4,342	5,251	9,624	10,523
Balance, end of period		1,860,578	1,852,251	1,860,578	1,852,251
<b>Treasury stock</b>					
Balance, beginning of period		(169,129)	—	(175,059)	—
Reissuance of treasury stock, net under share-based compensation plans		—	—	5,930	—
Repurchase of common stock	12	(24,941)	(100,059)	(24,941)	(100,059)
Balance, end of period		(194,070)	(100,059)	(194,070)	(100,059)
<b>Accumulated other comprehensive income (loss)</b>					
Balance, beginning of period		(41,493)	(107,760)	(124,214)	(43,801)
Other comprehensive income (loss), net of tax	9	72,303	(9,534)	155,024	(73,493)
Balance, end of period		30,810	(117,294)	30,810	(117,294)
<b>Retained earnings</b>					
Balance, beginning of period		1,799,216	1,120,815	1,647,275	977,178
Net income		167,778	186,814	319,719	330,451
Balance, end of period		1,966,994	1,307,629	1,966,994	1,307,629
<b>Total shareholders' equity</b>		\$ 4,035,665	\$ 3,313,875	\$ 4,035,665	\$ 3,313,875

See accompanying notes to consolidated financial statements.

**MGIC INVESTMENT CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

<i>(In thousands)</i>	Six Months Ended June 30,	
	2019	2018
Cash flows from operating activities:		
Net income	\$ 319,719	\$ 330,451
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	23,464	31,395
Deferred tax expense	7,043	92,428
Net realized investment losses	219	2,226
Change in certain assets and liabilities:		
Accrued investment income	(271)	(1,065)
Reinsurance recoverable on loss reserves	14,926	11,423
Reinsurance recoverable on paid losses	(13,955)	577
Premium receivable	(2,402)	(2,168)
Deferred insurance policy acquisition costs	219	34
Profit commission receivable	(976)	(11,202)
Loss reserves	(52,117)	(172,620)
Unearned premiums	(8,986)	13,225
Return premium accrual	(7,300)	(12,200)
Current income taxes	(2,300)	(21,936)
Other, net	4,328	2,025
Net cash provided by operating activities	281,611	262,593
Cash flows from investing activities:		
Purchases of investments	(677,391)	(516,712)
Proceeds from sales of investments	183,620	25,185
Proceeds from maturity of fixed income securities	327,818	423,933
Net increase in payable for securities	—	13,432
Additions to property and equipment	(3,280)	(8,256)
Net cash used in investing activities	(169,233)	(62,418)
Cash flows from financing activities:		
Repurchase of common stock	(36,581)	(100,059)
Payment of withholding taxes related to share-based compensation net share settlement	(5,652)	(8,073)
Net cash used in financing activities	(42,233)	(108,132)
Net increase in cash and cash equivalents and restricted cash and cash equivalents	70,145	92,043
Cash and cash equivalents and restricted cash and cash equivalents at beginning of period	155,038	99,851
Cash and cash equivalents and restricted cash and cash equivalents at end of period	\$ 225,183	\$ 191,894

See accompanying notes to consolidated financial statements.

**MGIC INVESTMENT CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**June 30, 2019**  
**(Unaudited)**

## **Note 1. Nature of Business and Basis of Presentation**

MGIC Investment Corporation is a holding company which, through Mortgage Guaranty Insurance Corporation ("MGIC"), is principally engaged in the mortgage insurance business. We provide mortgage insurance to lenders throughout the United States and to government sponsored entities to protect against loss from defaults on low down payment residential mortgage loans. MGIC Assurance Corporation ("MAC") and MGIC Indemnity Corporation ("MIC"), insurance subsidiaries of MGIC, provide insurance for certain mortgages under Fannie Mae and Freddie Mac (the "GSEs") credit risk transfer programs.

The accompanying unaudited consolidated financial statements of MGIC Investment Corporation and its wholly-owned subsidiaries have been prepared in accordance with the instructions to Form 10-Q as prescribed by the Securities and Exchange Commission ("SEC") for interim reporting and do not include all of the other information and disclosures required by accounting principles generally accepted in the United States of America ("GAAP"). These statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2018 included in our 2018 Annual Report on Form 10-K. As used below, "we," "our" and "us" refer to MGIC Investment Corporation's consolidated operations or to MGIC Investment Corporation, as the context requires.

In the opinion of management, the accompanying financial statements include all adjustments, consisting primarily of normal recurring accruals, necessary to fairly state our consolidated financial position and consolidated results of operations for the periods indicated. The consolidated results of operations for the interim period may not be indicative of the results that may be expected for the year ending December 31, 2019.

Substantially all of our insurance written since 2008 has been for loans purchased by the GSEs. The current private mortgage insurer eligibility requirements ("PMIERS") of the GSEs include financial requirements, as well as business, quality control and certain transactional approval requirements. The financial requirements of the PMIERS require a mortgage insurer's "Available Assets" (generally only the most liquid assets of an insurer) to equal or exceed its "Minimum Required Assets" (which are based on an insurer's book of insurance in force, calculated from tables of factors with several risk dimensions and subject to a floor amount). Based on our interpretation of the PMIERS, as of June 30, 2019, MGIC's Available Assets are in excess of its Minimum Required Assets; and MGIC is in compliance with the financial requirements of the PMIERS and eligible to insure loans purchased by the GSEs.

### **Reclassifications**

Certain reclassifications to 2018 amounts have been made in the accompanying financial statements to conform to the 2019 presentation.

### **Subsequent events**

We have considered subsequent events through the date of this filing. On July 25, 2019, the Board of Directors declared a quarterly cash dividend to holders of the company's common stock of \$0.06 per share payable on September 20, 2019, to shareholders of record at the close of business on August 30, 2019. On August 2, 2019, we entered into an agreement to settle a claims paying practices dispute for which we previously had recognized a probable loss. There was no additional loss recognized as a result of entering into the agreement, as the settlement amount is in line with our original estimate of the probable loss. The agreement remains subject to GSE approval.

## **Note 2. Significant Accounting Policies**

### **Income taxes**

Deferred income taxes are provided under the liability method, which recognizes the future tax effects of temporary differences between amounts reported in the consolidated financial statements and the tax bases of these items. The estimated tax effects are computed at the enacted federal statutory income tax rate. Changes in tax laws, rates, regulations, and policies or the final determination of tax audits or examinations, could materially affect our estimates and can be significant to our operating results. We evaluate the realizability of the deferred tax assets based on the weight of all available positive and negative evidence. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that all or some portion of the deferred tax assets will not be realized.

The recognition of a tax position is determined using a two-step approach. The first step applies a more-likely-than-not threshold for recognition and derecognition. The second step measures the tax position as the greatest amount of benefit that is cumulatively greater than 50% likely to be realized. When evaluating a tax position for recognition and measurement, we presume that the tax position will be examined by the relevant taxing authority that has full knowledge of all relevant information. We recognize interest accrued and penalties related to unrecognized tax benefits in our provision for income taxes.

Federal tax law permits mortgage guaranty insurance companies to deduct from taxable income, subject to certain limitations, the amounts added to contingency loss reserves that are recorded for regulatory purposes. The amounts we deduct must generally be included in taxable income in the tenth subsequent year. The deduction is allowed only to the extent that we purchase and hold U.S. government non-interest-bearing tax and loss bonds in an amount equal to the tax benefit attributable to the deduction. We account for these purchases as a payment of current federal income tax.

## Recent accounting and reporting developments

### Accounting standards effective in 2019, or early adopted, and relevant to our financial statements

#### Accounting Standard Update ("ASU") 2016-02 - Leases

In February 2016, the Financial Accounting Standards Board ("FASB") amended the previous leasing standard and created ASC 842, Leases. ASC 842 requires a lessee to recognize a right-of-use asset and lease liability for substantially all leases. Effective for the quarter ended March 31, 2019, we adopted the updated guidance for leases and also elected to apply all practical expedients applicable to us in the updated guidance for transition of leases in effect at adoption. The adoption of the updated guidance resulted in the recognition of an immaterial right-of-use asset as part of other assets and a lease liability as part of other liabilities in the consolidated balance sheet. The adoption of the updated guidance did not have a material effect on our consolidated results of operations or liquidity. Our minimum future operating lease payments as of June 30, 2019 totaled \$2.3 million.

### Prospective Accounting Standards

Table 2.1 shows the relevant new amendments to accounting standards, which are not yet effective or adopted.

#### Standard / Interpretation

Table 2.1

Amended Standards	Effective date
ASC 326 Financial Instruments - Credit Losses <ul style="list-style-type: none"><li>ASU 2016-13 - Measurement of Credit Losses on Financial Instruments</li></ul>	January 1, 2020
ASC 820 Fair Value Measurement <ul style="list-style-type: none"><li>ASU 2018-13 - Changes to the Disclosure Requirements for Fair Value Measurements</li></ul>	January 1, 2020
ASC 715 Compensation - Retirement Benefits <ul style="list-style-type: none"><li>ASU 2018-14 - Changes to the Disclosure Requirements for Defined Benefit Plans</li></ul>	January 1, 2021

#### Measurement of Credit Losses on Financial Instruments

In June 2016, the FASB issued updated guidance that requires immediate recognition of estimated credit losses expected to occur over the remaining life of many financial instruments. Entities will be required to incorporate their forecast of future economic conditions into their loss estimate unless such forecast is not reasonable and supportable, in which case the entity will revert to historical loss experience. The allowance for current expected credit losses ("CECL") generally reduces the amortized cost basis of the financial instrument to the amount an entity expects to collect, however, credit losses relating to available-for-sale fixed maturity securities are to be recorded through an allowance for credit losses, with the amount of the allowance limited to the amount by which fair value is less than amortized cost. In addition, the length of time a security has been in an unrealized loss position will no longer impact the determination of whether a credit loss exists. The updated guidance is not prescriptive about certain aspects of estimating expected credit losses, including the specific methodology to use, and therefore will require significant judgment in application. The updated guidance is effective for annual periods beginning after December 15, 2019, including interim periods

within those annual periods. Early adoption is permitted for annual and interim periods in fiscal years beginning after December 15, 2018. In May 2019, the FASB amended this guidance to provide entities with an option to irrevocably elect the fair value option for eligible instruments in order to provide targeted transition relief that is intended to increase comparability of financial statement information for some entities that otherwise would have measured similar financial instruments using different measurement methodologies. The effective dates remain the same. We are currently evaluating the impacts the adoption of this guidance will have on our consolidated financial statements and disclosures, but do not expect it to have a material impact.

#### Changes to the Disclosure Requirements for Fair Value Measurement

In August 2018, the FASB issued updated guidance that changes the disclosure requirements for fair value measurements. The updated guidance removed the requirement to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy; the policy for timing of transfers between levels; and the valuation processes for Level 3 fair value measurements. The updated guidance clarifies that the measurement uncertainty disclosure is to communicate information about the uncertainty in measurements as of the reporting date. Further, the updated guidance will require disclosure of changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period; and the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. The updated guidance is effective for annual periods beginning after December 15, 2019, including interim periods within those annual periods. An entity is permitted to early adopt any guidance that removed or modified disclosures upon issuance of this update and to delay adoption of the additional disclosures until its effective date. We are currently evaluating the impacts the adoption of this guidance will have on our consolidated financial statement disclosures, but do not expect it to have a material impact.

#### Changes to the Disclosure Requirements for Defined Benefit Plans

In August 2018, the FASB issued amendments to modify the disclosure requirements for defined benefit plans. The updated guidance removed the requirements to identify amounts that are expected to be reclassified out of accumulated other comprehensive income and recognized as components of net periodic benefit cost in the coming year and the effects of a one-percentage-point change in assumed health care cost trend rates on service and interest cost and on the postretirement benefit obligation. The updated guidance added disclosures for the weighted-average interest crediting rates for cash balance plans and other plans with interest crediting rates and explanations for significant gains and losses related to changes in the benefit obligation for the period. The updated guidance is effective for annual periods beginning after December 15, 2020. Early adoption is permitted. An entity should apply the amendments on a retrospective basis to all periods presented. We are currently evaluating the impacts the adoption of this guidance will have on our consolidated financial statement disclosures, but do not expect it to have a material impact.

## Note 3. Debt

### Debt obligations

The par value of our long-term debt obligations and their aggregate carrying values as of June 30, 2019 and December 31, 2018 are presented in table 3.1 below.

#### Long-term debt obligations

Table 3.1

(In millions)	June 30, 2019	December 31, 2018
FHLB Advance - 1.91%, due February 2023	\$ 155.0	\$ 155.0
5.75% Notes, due August 2023 (par value: \$425 million)	420.3	419.7
9% Debentures, due April 2063 (1)	256.9	256.9
Long-term debt, carrying value	\$ 832.2	\$ 831.6

(1) Convertible at any time prior to maturity at the holder's option, at an initial conversion rate, which is subject to adjustment, of 74.0741 shares per \$1,000 principal amount, representing an initial conversion price of approximately \$13.50 per share. In the event of a cash dividend to all or substantially all holders of our common stock, the conversion rate shall be increased by multiplying the conversion rate in effect immediately prior to the ex-dividend date for such distribution by a fraction, (a) the numerator shall be the current market price of our common stock on the ex-dividend date; and (b) the denominator shall be the current market price of our common stock on the ex-dividend date less the amount by which the dividend per share exceeds \$0.025. No adjustment in the conversion rate shall be required unless such adjustment would require an increase or decrease of at least one percent in such rate; provided that any such adjustments that are not required to be made shall be carried forward and such carry-forward adjustments shall be made, regardless of whether the aggregate adjustment is less than one percent at the end of each fiscal year, or in certain other circumstances. The conversion price per share is \$1,000 divided by the conversion rate, and will change upon a change in the conversion rate. If a holder elects to convert its debentures, deferred interest owed on the debentures being converted is also converted into shares of our common stock. The conversion rate for any deferred interest is based on the average price that our shares traded at during a 5-day period immediately prior to the election to convert. In lieu of issuing shares of common stock upon conversion of the debentures, we may, at our option, make a cash payment to converting holders for all or some of the shares of our common stock otherwise issuable upon conversion.

The 5.75% Senior Notes ("5.75% Notes"), 9% Convertible Junior Subordinated Debentures ("9% Debentures") are obligations of our holding company, MGIC Investment Corporation, and not of its subsidiaries. The Federal Home Loan Bank Advance (the "FHLB Advance") is an obligation of MGIC.

In May 2019, we terminated our \$175 million unsecured revolving credit facility. At the time of termination there were no amounts drawn on the credit facility. The unused portion of our revolving credit facility was subject to recurring commitment fees, which are reflected in interest payments.

### Interest payments

Interest payments for the six months ended June 30, 2019 and 2018 were \$25.5 million and \$25.6 million, respectively.

## Note 4. Reinsurance

The reinsurance agreements to which we are a party, excluding captive agreements (which were immaterial), are discussed below. The effect of all of our reinsurance agreements on premiums earned and losses incurred is shown in table 4.1 below.

### Reinsurance

Table 4.1

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	2019	2018	2019	2018
Premiums earned:				
Direct	\$ 287,183	\$ 268,236	\$ 566,796	\$ 533,487
Assumed	1,015	106	1,887	227
Ceded	(41,096)	(21,378)	(71,820)	(54,643)
Net premiums earned	\$ 247,102	\$ 246,964	\$ 496,863	\$ 479,071
Losses incurred:				
Direct	\$ 25,276	\$ (16,778)	\$ 66,080	\$ 14,723
Assumed	(9)	(100)	(76)	(10)
Ceded	(3,431)	3,423	(5,105)	(4,318)
Losses incurred, net	\$ 21,836	\$ (13,455)	\$ 60,899	\$ 10,395

### Quota share reinsurance

We utilize quota share reinsurance transactions ("QSR Transactions") to manage our exposure to losses resulting from our mortgage guaranty insurance policies and to provide reinsurance capital credit under the PMIERS. Each of the reinsurers under our QSR Transactions has an insurer financial strength rating of A- or better by Standard and Poor's Rating Services, A.M. Best or both.

**2019 QSR Transaction.** We entered into a QSR transaction with a group of unaffiliated reinsurers with an effective date of January 1, 2019 ("2019 QSR Transaction"), which provides coverage on eligible new insurance written in 2019. Under the 2019 QSR Transaction, we will cede losses and premiums on or after the effective date through December 31, 2030, at which time the agreement expires. Early termination of the agreement can be elected by us effective December 31, 2021 or bi-annually thereafter, for a fee, or under specified scenarios for no fee upon prior written notice, including if we will receive less than 90% of the full credit amount under the PMIERS for the risk ceded in any required calculation period.

The structure of the 2019 QSR Transaction is a 30% quota share, with a one-time option, elected by us, to reduce the cede rate to either 25% or 20% effective July 1, 2020, or bi-annually thereafter, for a fee, for all policies covered, with a 20% ceding commission as well as a profit commission. Generally, under the 2019 QSR Transaction, we will receive a profit commission provided that the loss ratio on the loans covered under the agreement remains below 62%.

**2018 and prior QSR Transactions.** See Note 9 of Notes to Consolidated Financial Statements in our 2018 Form 10-K for more information about our QSR Transactions entered into prior to 2019.

**2015 QSR Transaction.** We terminated a portion of our 2015 QSR Transaction effective June 30, 2019 and entered into an amended quota share reinsurance agreement with certain participants from the existing reinsurance panel that effectively reduces the quota share cede rate from 30% to 15% on the remaining eligible insurance. During the second quarter of 2019, we incurred a termination fee of \$6.8 million, which was paid in July to participants of the reinsurance panel that are not participating in the amended 2015 QSR Transaction. Under the amended 2015 QSR Transaction we cede losses and premiums through December 31, 2031, at which time the agreement expires. Early termination of the amended agreement can be elected by us effective June 30, 2021 for no fee, or under specified scenarios, including if we will receive less than 90% of the full credit amount under the PMIERS for the risk ceded in any required calculation period. Generally, under our amended 2015 QSR Transaction, we will receive a profit commission provided that the loss ratio on the covered loans remains below 68%.

Table 4.2 below presents a summary of our quota share reinsurance agreements for the three and six months ended June 30, 2019 and 2018.

#### Quota Share Reinsurance

Table 4.2

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Ceded premiums written and earned, net of profit commission (1)	\$ 36,525	\$ 21,432	\$ 64,689	\$ 54,468
Ceded losses incurred	3,440	(3,735)	5,116	4,053
Ceding commissions (2)	13,356	12,640	26,765	25,285
Profit commission	37,021	41,769	75,902	71,958

(1) Premiums are ceded on an earned and received basis as defined in the agreements. The three and six months ended June 30, 2019 include the \$6.8 million termination fee discussed in "2015 QSR Transaction" above.

(2) Ceding commissions are reported within Other underwriting and operating expenses, net on the consolidated statements of operations.

Under the terms of the QSR Transactions, ceded premiums, ceding commission and profit commission are settled net on a quarterly basis. The ceded premiums due after deducting the related ceding commission and profit commission is reported within "Other liabilities" on the consolidated balance sheets.

The reinsurance recoverable on loss reserves related to our QSR Transactions was \$18.3 million as of June 30, 2019 and \$33.2 million as of December 31, 2018. The reinsurance recoverable balance is secured by funds on deposit from the reinsurers which are based on the funding requirements of PMIERS that address ceded risk.

#### Excess of loss reinsurance

**Home Re.** We have aggregate excess of loss reinsurance agreements with unaffiliated special purpose insurers domiciled in Bermuda ("Home Re Transactions"). For the reinsurance coverage periods, we retain the first layer of the respective aggregate losses, and a Home Re special purpose insurer will then provide second layer coverage up to the outstanding reinsurance coverage amount. We retain losses in excess of the outstanding reinsurance coverage amount. The aggregate excess of loss reinsurance coverage decreases over a ten-year period, subject to certain conditions, as the underlying covered mortgages amortize, principal is repaid, or mortgage insurance losses are paid. MGIC has rights to terminate the Home Re Transactions. The Home Re special purpose insurers financed the coverages by issuing mortgage insurance-linked notes ("ILNs") to unaffiliated investors in an aggregate amount equal to the initial reinsurance coverage amounts. The notes have ten-year legal maturities and are non-recourse to any assets of MGIC or affiliates. The proceeds of the notes, which were deposited into reinsurance trusts for the benefit of MGIC, will be the source of reinsurance claim payments to MGIC and principal repayments on the ILNs.

#### Home Re entities

Table 4.3

(In thousands)

Home Re entity (Issue Date)	Policy Inforce Dates	Termination Option Date (1)	Remaining First Layer Retention	Remaining Excess of Loss Reinsurance Coverages
Home Re 2018-1 Ltd. (Oct. - 2018)	July 1, 2016 - December 31, 2017	October 25, 2025	\$ 168,691	\$ 318,636
Home Re 2019-1 Ltd. (May - 2019)	January 1, 2018 - March 31, 2019	May 25, 2026	185,730	315,739
Total			\$ 354,421	\$ 634,375

(1) We have the right to terminate the excess-of-loss reinsurance agreements under certain circumstances and on any payment date on or after the respective termination option date.

The reinsurance premiums ceded to each Home Re special purpose insurer are composed of coverage, initial expense and supplemental premiums. The coverage premiums are generally calculated as the difference between the amount of interest payable to Home Re on the notes it issued to raise funds to collateralize its reinsurance obligations to us, and the investment income collected on the collateral assets. The amount of monthly reinsurance coverage premium ceded will fluctuate due to change in one-month LIBOR and changes in money market rates that affect investment income collected on the assets in the reinsurance trust. As the reinsurance premium will vary based on changes in these rates, we concluded that each reinsurance agreement contains an embedded derivative that is accounted for separately as a freestanding derivative. The fair values of the derivatives at June 30, 2019, were not material to our consolidated balance sheet, and the change in fair values during the three and six months ended June 30, 2019 were not material to our consolidated statements of operations. Total ceded premiums were \$4.5 million and \$7.0 million for the three and six months ended June 30, 2019, respectively.

At the time the Home Re Transactions were entered into, we assessed whether each Home Re entity was a variable interest entity ("VIE"). A VIE is a legal entity that does not have sufficient equity at risk to finance its activities without additional subordinated financial support or is structured such that equity investors lack the ability to make sufficient decisions relating to the entity's operations through voting rights or do not substantively participate in gains and losses of the entity. We concluded that each Home Re entity is a VIE. However, given that MGIC (1) does not have the unilateral power to direct the activities that most significantly affect each Home Re entity's economic performance and (2) does not have the obligation to absorb losses or the right to receive benefits of each Home Re entity, consolidation of either Home Re entity is not required.

We are required to disclose our maximum exposure to loss, which we consider to be an amount that we could be required to record in our statements of operations, as a result of our involvement with the VIEs under our Home Re Transactions. As of June 30, 2019, and December 31, 2018, we did not have material exposure to the VIEs as we have no investment in the VIEs and had no reinsurance claim payments due from either VIE under our reinsurance agreements. We are unable to determine the timing or extent of claims from losses that are ceded under the reinsurance agreements. The VIE assets are deposited in reinsurance trusts for the benefit of MGIC that will be the source of reinsurance claim payments to MGIC. The purpose of the reinsurance trusts is to provide security to MGIC for the obligations of the VIEs under the reinsurance agreements. The trustee of the reinsurance trusts, a recognized provider of corporate trust services, has established segregated accounts within the reinsurance trusts for the benefit of MGIC, pursuant to the trust agreements. The trust agreements are governed by, and construed in accordance with, the laws of the State of New York. If the trustee of the reinsurance trusts failed to distribute claim payments to us as provided in the reinsurance trusts, we would incur a loss related to our losses ceded under the reinsurance agreements and deemed unrecoverable. We are also unable to determine the impact such possible failure by the trustee to perform pursuant to the reinsurance trust agreements may have on our consolidated financial statements. As a result, we are unable to quantify our maximum exposure to loss related

to our involvement with the VIEs. MGIC has certain termination rights under the reinsurance agreements should its claims not be paid. We consider our exposure to loss from our reinsurance agreements with the VIEs to be remote.

The following presents the total assets of the Home Re entities as of June 30, 2019 and December 31, 2018.

#### Home Re total assets

Table 4.4

(In thousands)

Home Re entity (Issue date)	Total VIE Assets	
<u>June 30, 2019</u>		
Home Re 2018-01 Ltd. (Oct - 2018)	\$	318,636
Home Re 2019-01 Ltd. (May - 2019)	\$	315,739
<u>December 31, 2018</u>		
Home Re 2018-01 Ltd. (Oct - 2018)	\$	318,636

The assets of the Home Re special purpose insurers provide capital credit under the PMIERS financial requirements (see [Note 1 - "Nature of Business and Basis of Presentation"](#)). A decline in the assets available to pay claims would reduce the capital credit available to MGIC.

## Note 5. Litigation and Contingencies

Before paying an insurance claim, we review the loan and servicing files to determine the appropriateness of the claim amount. When reviewing the files, we may determine that we have the right to rescind coverage on the loan. We refer to insurance rescissions and denials of claims collectively as "rescissions" and variations of that term. In addition, our insurance policies generally provide that we can reduce or deny a claim if the servicer did not comply with its obligations under our insurance policy. We call such reduction of claims "curtailments." In recent quarters, an immaterial percentage of claims received in a quarter have been resolved by rescissions. In 2018, and the first half of 2019, curtailments reduced our average claim paid by approximately 5.8% and 4.7%, respectively.

Our loss reserving methodology incorporates our estimates of future rescissions, curtailments, and reversals of rescissions and curtailments. A variance between ultimate actual rescission, curtailment and reversal rates and our estimates, as a result of the outcome of litigation, settlements or other factors, could materially affect our losses.

When the insured disputes our right to rescind coverage or curtail claims, we generally engage in discussions in an attempt to settle the dispute. If we are unable to reach a settlement, the outcome of a dispute ultimately may be determined by legal proceedings.

Under ASC 450-20, until a liability associated with settlement discussions or legal proceedings becomes probable and can be reasonably estimated, we consider our claim payment or rescission resolved for financial reporting purposes and do not accrue an estimated loss. Where we have determined that a loss is probable and can be reasonably estimated, we have recorded our best estimate of our probable loss, including recording a probable loss of \$23.5 million in the first quarter of 2019. Until settlement negotiations or legal proceedings for which we have recorded a probable loss are concluded, it is reasonably possible that we will record an additional loss. In addition to matters for which we have recorded a probable loss, we are involved in other discussions and/or proceedings with insureds with respect to our claims paying practices. Although it is reasonably possible that when all of these matters are resolved we will not prevail in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. We estimate the maximum exposure associated with matters where a loss is reasonably possible to be approximately \$289.0 million more than the amount of probable loss we have recorded. This estimate of maximum exposure is based upon currently available information and is subject to significant judgment, numerous assumptions and known and unknown uncertainties, and will include an amount for matters for which we have recorded a probable loss until such matters are concluded. We do not consider settlements concluded until any required GSE approval for such settlements is obtained. The matters underlying the estimate of maximum exposure will change from time to time. This estimate of our maximum exposure does not include interest or consequential or exemplary damages.

Mortgage insurers, including MGIC, have been involved in litigation and regulatory actions related to alleged violations of the anti-referral fee provisions of the Real Estate Settlement Procedures Act, which is commonly known as RESPA, and the notice provisions of the Fair Credit Reporting Act, which is commonly known as FCRA. While these proceedings in the aggregate have not resulted in material liability for MGIC, there can be no assurance that the outcome of future proceedings, if any, under these laws would not have a material adverse effect on us. In addition, various regulators, including the CFPB, state insurance commissioners and state attorneys general may bring other actions seeking various forms of relief in connection with alleged violations of RESPA. The insurance law provisions of many states prohibit paying for the referral of insurance business and provide various mechanisms to enforce this prohibition. While we believe our practices are in conformity with applicable

laws and regulations, it is not possible to predict the eventual scope, duration or outcome of any such reviews or investigations nor is it possible to predict their effect on us or the mortgage insurance industry.

Through a non-insurance subsidiary, we utilize our underwriting skills to provide an outsourced underwriting service to our customers known as contract underwriting. As part of the contract underwriting activities, that subsidiary is responsible for the quality of the underwriting decisions in accordance with the terms of the contract underwriting agreements with customers. That subsidiary may be required to provide certain remedies to its customers if certain standards relating to the quality of our underwriting work are not met, and we have an established reserve for such future obligations. Claims for remedies may be made a number of years after the underwriting work was performed. The underwriting remedy expense for 2018 and the first six months of 2019 was immaterial to our consolidated financial statements.

In addition to the matters described above, we are involved in other legal proceedings in the ordinary course of business. In our opinion, based on the facts known at this time, the ultimate resolution of these ordinary course legal proceedings will not have a material adverse effect on our financial position or consolidated results of operations.

## Note 6. Earnings per Share

Basic earnings per share ("EPS") is calculated by dividing net income by the weighted average number of shares of common stock outstanding. For purposes of calculating basic EPS, vested restricted stock and restricted stock units ("RSUs") are considered outstanding. Diluted EPS includes the components of basic EPS and also gives effect to dilutive common stock equivalents. We calculate diluted EPS using the treasury stock method and if-converted method. Under the treasury stock method, diluted EPS reflects the potential dilution that could occur if unvested RSUs result in the issuance of common stock. Under the if-converted method, diluted EPS reflects the potential dilution that could occur if our 9% Debentures result in the issuance of common stock. The determination of potentially issuable shares does not consider the satisfaction of the conversion requirements and the shares are included in the determination of diluted EPS as of the beginning of the period, if dilutive.

Table 6.1 reconciles the numerators and denominators used to calculate basic and diluted EPS.

## Earnings per share

Table 6.1

(In thousands, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Basic earnings per share:</b>				
Net income	\$ 167,778	\$ 186,814	\$ 319,719	\$ 330,451
Weighted average common shares outstanding - basic	355,734	368,578	355,694	369,736
Basic earnings per share	\$ 0.47	\$ 0.51	\$ 0.90	\$ 0.89
<b>Diluted earnings per share:</b>				
Net income	\$ 167,778	\$ 186,814	\$ 319,719	\$ 330,451
Interest expense, net of tax (1):				
9% Debentures	4,566	4,566	9,132	9,132
Diluted income available to common shareholders	\$ 172,344	\$ 191,380	\$ 328,851	\$ 339,583
Weighted average common shares outstanding - basic	355,734	368,578	355,694	369,736
Effect of dilutive securities:				
Unvested RSUs	1,841	1,275	1,913	1,472
9% Debentures	19,028	19,028	19,028	19,028
Weighted average common shares outstanding - diluted	376,603	388,881	376,635	390,236
Diluted earnings per share	\$ 0.46	\$ 0.49	\$ 0.87	\$ 0.87

(1) The periods ended June 30, 2019 and 2018 were tax-effected at a rate of 21%.

## Note 7. Investments

### Fixed income securities

The amortized cost, gross unrealized gains and losses, and fair value of investments in fixed income securities classified as available-for-sale at June 30, 2019 and December 31, 2018 are shown in tables 7.1a and 7.1b below.

### Details of fixed income securities by category as of June 30, 2019

Table 7.1a

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses) (1)	Fair Value
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 194,222	\$ 1,474	\$ (127)	\$ 195,569
Obligations of U.S. states and political subdivisions	1,566,166	88,379	(648)	1,653,897
Corporate debt securities	2,570,289	61,459	(3,134)	2,628,614
Asset backed securities ("ABS")	215,016	2,787	(102)	217,701
Residential mortgage backed securities ("RMBS")	213,024	183	(4,710)	208,497
Commercial mortgage backed securities ("CMBS")	268,189	4,450	(750)	271,889
Collateralized loan obligations ("CLO")	330,530	55	(1,929)	328,656
Total fixed income securities	\$ 5,357,436	\$ 158,787	\$ (11,400)	\$ 5,504,823

**Details of fixed income securities by category as of December 31, 2018**
**Table 7.1b**

<i>(In thousands)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses) (1)	Fair Value
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 167,655	\$ 597	\$ (1,076)	\$ 167,176
Obligations of U.S. states and political subdivisions	1,701,826	29,259	(10,985)	1,720,100
Corporate debt securities	2,439,173	2,103	(40,514)	2,400,762
ABS	111,953	226	(146)	112,033
RMBS	189,238	32	(10,309)	178,961
CMBS	276,352	888	(9,580)	267,660
CLOs	310,587	2	(5,294)	305,295
Total fixed income securities	\$ 5,196,784	\$ 33,107	\$ (77,904)	\$ 5,151,987

(1) At June 30, 2019 and December 31, 2018, there were no other-than-temporary impairment losses recorded in other comprehensive income.

We had \$13.7 million and \$13.5 million of investments at fair value on deposit with various states as of June 30, 2019 and December 31, 2018, respectively, due to regulatory requirements of those state insurance departments.

The amortized cost and fair values of fixed income securities at June 30, 2019, by contractual maturity, are shown in table 7.2 below. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Because most ABS, RMBS, CMBS, and CLOs provide for periodic payments throughout their lives, they are listed in separate categories.

**Fixed income securities maturity schedule**
**Table 7.2**

<i>(In thousands)</i>	June 30, 2019	
	Amortized cost	Fair Value
Due in one year or less	\$ 367,161	\$ 367,474
Due after one year through five years	1,900,096	1,930,664
Due after five years through ten years	930,951	976,031
Due after ten years	1,132,469	1,203,911
	4,330,677	4,478,080
ABS	215,016	217,701
RMBS	213,024	208,497
CMBS	268,189	271,889
CLOs	330,530	328,656
Total as of June 30, 2019	\$ 5,357,436	\$ 5,504,823

Proceeds from sales of fixed income securities classified as available-for-sale were \$183.6 million and \$25.1 million during the six months ended June 30, 2019 and 2018, respectively. Gross gains of \$1.2 million and \$2.0 million and gross losses of \$1.1 million and \$2.3 million were realized on those sales during the three and six months ended June 30, 2019, respectively. Gross gains of \$0.1 million and \$0.2 million and gross losses of \$0.6 million and \$1.0 million were realized on those sales during the three and six months ended June 30, 2018, respectively. During the six months ended June 30, 2019, we recorded other-than-temporary impairment ("OTTI") losses of \$0.1 million. During the three and six months ended June 30, 2018, we recorded OTTI losses of \$1.3 million.

**Equity securities**

The cost and fair value of investments in equity securities at June 30, 2019 and December 31, 2018 are shown in tables 7.3a and 7.3b below.

**Details of equity security investments as of June 30, 2019**
**Table 7.3a**

<i>(In thousands)</i>	Cost	Gross Gains	Gross Losses	Fair Value
Equity securities	\$ 3,991	\$ 129	\$ (6)	\$ 4,114

**Details of equity security investments as of December 31, 2018**
**Table 7.3b**
*(In thousands)*

	Cost	Gross Gains	Gross Losses	Fair Value
Equity securities	\$ 3,993	\$ 11	\$ (72)	\$ 3,932

For the three and six months ended June 30, 2019, we recognized \$0.1 million and \$0.2 million of net gains on equity securities still held as of June 30, 2019. For the six months ended June 30, 2018, we recognized \$0.1 million of net losses on equity securities still held as of June 30, 2018.

**Other invested assets**

Other invested assets include an investment in Federal Home Loan Bank ("FHLB") stock that is carried at cost, which due to its nature approximates fair value. Ownership of FHLB stock provides access to a secured lending facility, and our current FHLB Advance amount is secured by eligible collateral whose fair value is maintained at a minimum of 102% of the outstanding principal balance. As of June 30, 2019, that collateral consisted of fixed income securities included in our total investment portfolio, and cash and cash equivalents, with a total fair value of \$163.0 million.

**Unrealized investment losses**

Tables 7.4a and 7.4b below summarize, for all available-for-sale investments in an unrealized loss position at June 30, 2019 and December 31, 2018, the aggregate fair value and gross unrealized loss by the length of time those securities have been continuously in an unrealized loss position. The fair value amounts reported in tables 7.4a and 7.4b are estimated using the process described in [Note 8 - "Fair Value Measurements"](#) to these consolidated financial statements and in Note 3 - "Significant Accounting Policies" of the notes to the consolidated financial statements in our 2018 Annual Report on Form 10-K.

**Unrealized loss aging for securities by type and length of time as of June 30, 2019**
**Table 7.4a**

<i>(In thousands)</i>	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 12,483	\$ (19)	\$ 45,423	\$ (108)	\$ 57,906	\$ (127)
Obligations of U.S. states and political subdivisions	2,283	(468)	57,193	(180)	59,476	(648)
Corporate debt securities	29,333	(1,987)	298,419	(1,147)	327,752	(3,134)
ABS	9,257	(102)	—	—	9,257	(102)
RMBS	32,181	(297)	158,325	(4,413)	190,506	(4,710)
CMBS	—	—	78,697	(750)	78,697	(750)
CLOs	247,983	(1,587)	45,137	(342)	293,120	(1,929)
Total	\$ 333,520	\$ (4,460)	\$ 683,194	\$ (6,940)	\$ 1,016,714	\$ (11,400)

**Unrealized loss aging for securities by type and length of time as of December 31, 2018**
**Table 7.4b**

<i>(In thousands)</i>	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 23,710	\$ (15)	\$ 69,146	\$ (1,061)	\$ 92,856	\$ (1,076)
Obligations of U.S. states and political subdivisions	316,655	(3,875)	358,086	(7,110)	674,741	(10,985)
Corporate debt securities	1,272,279	(18,130)	785,627	(22,384)	2,057,906	(40,514)
ABS	51,324	(146)	—	—	51,324	(146)
RMBS	24	—	178,573	(10,309)	178,597	(10,309)
CMBS	65,704	(1,060)	163,272	(8,520)	228,976	(9,580)
CLOs	296,497	(5,294)	—	—	296,497	(5,294)
Total	\$ 2,026,193	\$ (28,520)	\$ 1,554,704	\$ (49,384)	\$ 3,580,897	\$ (77,904)

The unrealized losses in all categories of our investments at June 30, 2019 and December 31, 2018 were primarily caused by changes in interest rates between the time of purchase and the respective fair value measurement date. There were 243 and 721 securities in an unrealized loss position at June 30, 2019 and December 31, 2018, respectively.

## Note 8. Fair Value Measurements

### Recurring fair value measurements

The following describes the valuation methodologies generally used by the independent pricing sources, or by us, to measure financial instruments at fair value, including the general classification of such financial instruments pursuant to the valuation hierarchy.

#### Level 1 measurements

- Fixed income securities: Consist of primarily U.S. Treasury securities with valuations derived from quoted prices for identical instruments in active markets that we can access.
- Equity securities: Consist of actively traded, exchange-listed equity securities with valuations derived from quoted prices for identical assets in active markets that we can access.
- Other: Consists of money market funds with valuations derived from quoted prices for identical assets in active markets that we can access.

#### Level 2 measurements

- Fixed income securities:

*Corporate Debt & U.S. Government and Agency Bonds* are valued by surveying the dealer community, obtaining relevant trade data, benchmark quotes and spreads and incorporating this information into the valuation process.

*Obligations of U.S. States & Political Subdivisions* are valued by tracking, capturing, and analyzing quotes for active issues and trades reported via the Municipal Securities Rulemaking Board records. Daily briefings and reviews of current economic conditions, trading levels, spread relationships, and the slope of the yield curve provide further data for evaluation.

*Residential Mortgage-Backed Securities ("RMBS")* are valued by monitoring interest rate movements, and other pertinent data daily. Incoming market data is enriched to derive spread, yield and/or price data as appropriate, enabling known data points to be extrapolated for valuation application across a range of related securities.

*Commercial Mortgage-Backed Securities ("CMBS")* are valued using techniques that reflect market participants' assumptions and maximize the use of relevant observable inputs including quoted prices for similar assets, benchmark yield curves and market corroborated inputs. Evaluation uses regular reviews of the inputs for securities covered, including executed trades, broker quotes, credit information, collateral attributes and/or cash flow waterfall as applicable.

*Asset-Backed Securities ("ABS")* are valued using spreads and other information solicited from market buy-and-sell-side sources, including primary and secondary dealers, portfolio managers, and research analysts. Cash flows are generated for each tranche, benchmark yields are determined, and deal collateral performance and tranche level attributes including trade activity, bids, and offers are applied, resulting in tranche specific prices.

*Collateralized loan obligations ("CLO")* are valued by evaluating manager rating, seniority in the capital structure, assumptions about prepayment, default and recovery and their impact on cash flow generation. Loan level net asset values are determined and aggregated for tranches and as a final step prices are checked against available recent trade activity.

#### Level 3 measurements

- Real estate acquired is valued at the lower of our acquisition cost or a percentage of the appraised value. The percentage applied to the appraised value is based upon our historical sales experience adjusted for current trends.

Assets measured at fair value, by hierarchy level, as of June 30, 2019 and December 31, 2018 are shown in tables 8.1a and 8.1b below. The fair value of the assets is estimated using the process described above, and more fully in Note 3 - "Significant Accounting Policies" of the notes to the consolidated financial statements in our 2018 Annual Report on Form 10-K.

**Assets carried at fair value by hierarchy level as of June 30, 2019**

Table 8.1a

<i>(In thousands)</i>	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 195,569	\$ 42,825	\$ 152,744	\$ —
Obligations of U.S. states and political subdivisions	1,653,897	—	1,653,897	—
Corporate debt securities	2,628,614	—	2,628,614	—
ABS	217,701	—	217,701	—
RMBS	208,497	—	208,497	—
CMBS	271,889	—	271,889	—
CLOs	328,656	—	328,656	—
Total fixed income securities	5,504,823	42,825	5,461,998	—
Equity securities	4,114	4,114	—	—
Other (1)	169,584	169,584	—	—
Real estate acquired (2)	10,250	—	—	10,250
Total	\$ 5,688,771	\$ 216,523	\$ 5,461,998	\$ 10,250

**Assets carried at fair value by hierarchy level as of December 31, 2018**

Table 8.1b

<i>(In thousands)</i>	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 167,176	\$ 42,264	\$ 124,912	\$ —
Obligations of U.S. states and political subdivisions	1,720,100	—	1,720,087	13
Corporate debt securities	2,400,762	—	2,400,762	—
ABS	112,033	—	112,033	—
RMBS	178,961	—	178,961	—
CMBS	267,660	—	267,660	—
CLOs	305,295	—	305,295	—
Total fixed income securities	5,151,987	42,264	5,109,710	13
Equity securities	3,932	3,932	—	—
Other (1)	96,403	96,403	—	—
Real estate acquired (2)	14,535	—	—	14,535
Total	\$ 5,266,857	\$ 142,599	\$ 5,109,710	\$ 14,548

(1) Consists of money market funds included in "Cash and Cash Equivalents" and "Restricted Cash and Cash Equivalents" on the consolidated balance sheets.

(2) Real estate acquired through claim settlement, which is held for sale, is reported in "Other assets" on the consolidated balance sheets.

### Reconciliations of Level 3 assets

For assets measured at fair value using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances for the three and six months ended June 30, 2019 and 2018 is shown in tables 8.2a through 8.2d below. As shown in table 8.2d below, we transferred our FHLB stock out of Level 3 assets, and it is carried at cost, which approximates fair value, on our consolidated balance sheet in "Other invested assets." There were no losses included in earnings for those periods attributable to the change in unrealized losses on assets still held at the end of the applicable period.

#### Fair value roll-forward for financial instruments classified as Level 3 for the three months ended June 30, 2019

Table 8.2a

(In thousands)	Fixed income	Equity Securities	Total Investments	Real Estate Acquired
Balance at March 31, 2019	\$ —	\$ —	\$ —	\$ 11,639
Purchases	—	—	—	7,107
Sales	—	—	—	(8,152)
Included in earnings and reported as losses incurred, net	—	—	—	(344)
Balance at June 30, 2019	\$ —	\$ —	\$ —	\$ 10,250

#### Fair value roll-forward for financial instruments classified as Level 3 for the six months ended June 30, 2019

Table 8.2b

(In thousands)	Fixed income	Equity Securities	Total Investments	Real Estate Acquired
Balance at December 31, 2018	\$ 13	\$ —	\$ 13	\$ 14,535
Purchases	—	—	—	15,191
Sales	(13)	—	(13)	(19,024)
Included in earnings and reported as losses incurred, net	—	—	—	(452)
Balance at June 30, 2019	\$ —	\$ —	\$ —	\$ 10,250

#### Fair value roll-forward for financial instruments classified as Level 3 for the three months ended June 30, 2018

Table 8.2c

(In thousands)	Fixed income	Equity Securities	Total Investments	Real Estate Acquired
Balance at March 31, 2018	254	1,168	1,422	10,078
Purchases	—	—	—	10,869
Sales	(62)	—	(62)	(6,630)
Included in earnings and reported as losses incurred, net	—	—	—	(996)
Balance at June 30, 2018	\$ 192	\$ 1,168	\$ 1,360	\$ 13,321

#### Fair value roll-forward for financial instruments classified as Level 3 for the six months ended June 30, 2018

Table 8.2d

(In thousands)	Fixed income	Equity Securities	Total Investments	Real Estate Acquired
Balance at December 31, 2017	271	4,268	4,539	12,713
Transfers out of Level 3	—	(3,100)	(3,100)	—
Purchases	—	—	—	16,763
Sales	(79)	—	(79)	(15,500)
Included in earnings and reported as losses incurred, net	—	—	—	(655)
Balance at June 30, 2018	\$ 192	\$ 1,168	\$ 1,360	\$ 13,321

Certain financial instruments, including insurance contracts, are excluded from these fair value disclosure requirements. The carrying values of cash and cash equivalents (Level 1) and accrued investment income (Level 2) approximated their fair values. Additional fair value disclosures related to our investment portfolio are included in [Note 7 – "Investments."](#)

#### Financial assets and liabilities not measured at fair value

Other invested assets include an investment in FHLB stock that is carried at cost, which due to restrictions that require it to be redeemed or sold only to the security issuer at par value, approximates fair value. The fair value of other invested assets is categorized as Level 2.

Financial liabilities include our outstanding debt obligations. The fair values of our 5.75% Notes and 9% Debentures were based on observable market prices. The fair value of the FHLB Advance was estimated using cash flows discounted at current incremental borrowing rates for similar borrowing arrangements. In all cases the fair values of the financial liabilities below are categorized as Level 2.

Table 8.3 presents the carrying value and fair value of our financial assets and liabilities disclosed, but not carried, at fair value at June 30, 2019 and December 31, 2018.

#### Financial assets and liabilities not measured at fair value

Table 8.3

(In thousands)	June 30, 2019		December 31, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<u>Financial assets</u>				
Other invested assets	\$ 3,100	\$ 3,100	\$ 3,100	\$ 3,100
<u>Financial liabilities</u>				
FHLB Advance	\$ 155,000	\$ 155,690	\$ 155,000	\$ 150,551
5.75% Senior Notes	420,290	462,702	419,713	425,791
9% Convertible Junior Subordinated Debentures	256,872	340,669	256,872	338,069
Total financial liabilities	\$ 832,162	\$ 959,061	\$ 831,585	\$ 914,411

## Note 9. Other Comprehensive Income

The pretax and related income tax (expense) benefit components of our other comprehensive income (loss) for the three and six months ended June 30, 2019 and 2018 are included in table 9.1 below.

#### Components of other comprehensive income (loss)

Table 9.1

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Net unrealized investment gains (losses) arising during the period	\$ 89,562	\$ (12,558)	\$ 192,183	\$ (94,145)
Income tax (expense) benefit	(18,808)	2,636	(40,358)	19,770
Net of taxes	70,754	(9,922)	151,825	(74,375)
Net changes in benefit plan assets and obligations	1,961	491	4,050	1,116
Income tax expense	(412)	(103)	(851)	(234)
Net of taxes	1,549	388	3,199	882
Total other comprehensive income (loss)	91,523	(12,067)	196,233	(93,029)
Total income tax (expense) benefit	(19,220)	2,533	(41,209)	19,536
Total other comprehensive income (loss), net of tax	\$ 72,303	\$ (9,534)	\$ 155,024	\$ (73,493)

The pretax and related income tax benefit (expense) components of the amounts reclassified from our accumulated other comprehensive income (loss) ("AOCI") to our consolidated statements of operations for the three and six months ended June 30, 2019 and 2018 are included in table 9.2 below.

#### Reclassifications from AOCI

Table 9.2	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<i>(In thousands)</i>				
Reclassification adjustment for net realized gains (losses) (1)	\$ 1,701	\$ (3,621)	\$ (978)	\$ (3,712)
Income tax (expense) benefit	(357)	760	206	779
Net of taxes	1,344	(2,861)	(772)	(2,933)
Reclassification adjustment related to benefit plan assets and obligations (2)	(1,961)	(491)	(4,050)	(1,116)
Income tax benefit	412	103	851	234
Net of taxes	(1,549)	(388)	(3,199)	(882)
Total reclassifications	(260)	(4,112)	(5,028)	(4,828)
Total income tax benefit	55	863	1,057	1,013
Total reclassifications, net of tax	\$ (205)	\$ (3,249)	\$ (3,971)	\$ (3,815)

(1) Increases (decreases) Net realized investment (losses) gains on the consolidated statements of operations.

(2) Decreases (increases) Other underwriting and operating expenses, net on the consolidated statements of operations.

A rollforward of AOCI for the six months ended June 30, 2019, including amounts reclassified from AOCI, are included in table 9.3 below.

#### Rollforward of AOCI

Table 9.3	Six Months Ended June 30, 2019		
	Net unrealized gains and (losses) on available-for-sale securities	Net benefit plan assets and (obligations) recognized in shareholders' equity	Total accumulated other comprehensive income (loss)
<i>(In thousands)</i>			
Balance, December 31, 2018, net of tax	\$ (35,389)	\$ (88,825)	\$ (124,214)
Other comprehensive income before reclassifications	151,053	—	151,053
Less: Amounts reclassified from AOCI	(772)	(3,199)	(3,971)
<b>Balance, June 30, 2019, net of tax</b>	<b>\$ 116,436</b>	<b>\$ (85,626)</b>	<b>\$ 30,810</b>

## Note 10. Benefit Plans

Tables 10.1 and 10.2 provide the components of net periodic benefit cost for our pension, supplemental executive retirement and other postretirement benefit plans for the three and six months ended June 30, 2019 and 2018.

#### Components of net periodic benefit cost

Table 10.1	Three Months Ended June 30,			
	Pension and Supplemental Executive Retirement Plans		Other Postretirement Benefit Plans	
<i>(In thousands)</i>	2019	2018	2019	2018
Service cost	\$ 2,176	\$ 2,703	\$ 360	\$ 310
Interest cost	3,898	3,765	274	203
Expected return on plan assets	(4,825)	(5,555)	(1,447)	(1,591)
Amortization of net actuarial losses/(gains)	2,039	1,684	—	(79)
Amortization of prior service cost/(credit)	(70)	(88)	(9)	(1,026)
Net periodic benefit cost (benefit)	\$ 3,218	\$ 2,509	\$ (822)	\$ (2,183)

## Components of net periodic benefit cost

Table 10.2

(in thousands)	Six Months Ended June 30,			
	Pension and Supplemental Executive Retirement Plans		Other Postretirement Benefits	
	2019	2018	2019	2018
Service cost	\$ 4,172	\$ 5,265	\$ 672	\$ 580
Interest cost	7,853	7,547	565	417
Expected return on plan assets	(9,733)	(11,125)	(2,892)	(3,179)
Recognized net actuarial gain (loss)	4,206	3,469	—	(125)
Amortization of prior service cost	(140)	(175)	(17)	(2,052)
Net period benefit cost (benefit)	\$ 6,358	\$ 4,981	\$ (1,672)	\$ (4,359)

We currently intend to make contributions totaling \$10.2 million to our qualified pension plan and supplemental executive retirement plan in 2019.

## Note 11. Loss Reserves

We establish reserves to recognize the estimated liability for losses and loss adjustment expenses ("LAE") related to defaults on insured mortgage loans. Loss reserves are established by estimating the number of loans in our inventory of delinquent loans that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity.

Estimation of losses is inherently judgmental. The conditions that affect the claim rate and claim severity include the current and future state of the domestic economy, including unemployment and the current and future strength of local housing markets; exposure on insured loans; the amount of time between default and claim filing; and curtailments and rescissions. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be adversely affected by several factors, including a deterioration of regional or national economic conditions, including unemployment, leading to a reduction in borrowers' income and thus their ability to make mortgage payments, and a drop in housing values which may affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. Changes to our estimates could result in a material impact to our consolidated results of operations and financial position, even in a stable economic environment.

The "Losses incurred" section of table 11.1 below shows losses incurred on delinquencies that occurred in the current year and in prior years. The amount of losses incurred relating to delinquencies that occurred in the current year represents the estimated amount to be ultimately paid on such delinquencies. The amount of losses incurred relating to delinquencies that occurred in prior years represents the difference between the actual claim rate and severity associated with those delinquencies resolved in the current year compared to the estimated claim rate and severity at the prior year-end, as well as a re-estimation of amounts to be ultimately paid on delinquencies continuing from the end of the prior year. This re-estimation of the claim rate and severity is the result of our review of current trends in the delinquent inventory, such as percentages of delinquencies that have resulted in a claim, the

amount of the claims relative to the average loan exposure, changes in the relative level of delinquencies by geography and changes in average loan exposure.

Losses incurred on delinquencies that occurred in the current year decreased in the first six months of 2019 compared to the same period in 2018, due to a decrease in the number of new delinquencies, net of related cures and a decrease in the estimated claim rate on delinquencies that occurred in the current year.

For the six months ended June 30, 2019 and 2018, we experienced favorable loss reserve development on previously received delinquencies. This was, in large part, due to the resolution of approximately 49% and 51%, respectively, of the prior year delinquent inventory, with lower claim rates due to improved cure rates. The favorable loss reserve development resulting from a reduction in the estimated claim rate was partially offset in the six months ended June 30, 2019 by the recognition of a probable loss of \$23.5 million related to litigation of our claims paying practices, and for the six months ended June 30, 2018, by an increase in our severity assumption on previously received delinquencies.

The "Losses paid" section of table 11.1 below shows the amount of losses paid on delinquencies that occurred in the current year and losses paid on delinquencies that occurred in prior years. For several years, the average time it took to receive a claim associated with a delinquency had increased significantly from our historical experience of approximately twelve months. This was, in part, due to new loss mitigation protocols established by servicers and to changes in some state foreclosure laws that may include, for example, a requirement for additional review and/or mediation processes. In recent quarters, we have experienced a decline in the average time servicers are utilizing to process foreclosures, which has reduced the average time to receive a claim associated with new delinquent notices that do not cure. All else being equal, the longer the period between delinquency and claim filing, the greater the severity.

During the first six months of 2018, our losses paid included \$21 million paid upon commutation of coverage of pools of non-performing loans (“NPLs”). The commutations reduced our delinquent inventory by 662 delinquencies and had no material impact on our losses incurred, net.

#### Premium refunds

Our estimate of premiums to be refunded on expected claim payments is accrued for separately in “Other Liabilities” on our consolidated balance sheets and approximated \$34 million and \$40 million at June 30, 2019 and December 31, 2018, respectively.

Table 11.1 provides a reconciliation of beginning and ending loss reserves as of and for the six months ended June 30, 2019 and 2018.

#### Development of reserves for losses and loss adjustment expenses

Table 11.1

(In thousands)	Six Months Ended June 30,	
	2019	2018
Reserve at beginning of period	\$ 674,019	\$ 985,635
Less reinsurance recoverable	33,328	48,474
Net reserve at beginning of period	640,691	937,161
Losses incurred:		
Losses and LAE incurred in respect of delinquency notices received in:		
Current year	94,063	108,361
Prior years (1)	(33,164)	(97,966)
Total losses incurred	60,899	10,395
Losses paid:		
Losses and LAE paid in respect of delinquency notices received in:		
Current year	2,650	263
Prior years	109,420	173,313
Reinsurance terminations	(13,980)	(1,984)
Total losses paid	98,090	171,592
Net reserve at end of period	603,500	775,964
Plus reinsurance recoverables	18,402	37,051
Reserve at end of period	\$ 621,902	\$ 813,015

(1) A negative number for prior year losses incurred indicates a redundancy of prior year loss reserves. See the following table for more information about prior year loss development.

The prior year development of the reserves in the first six months of 2019 and 2018 is reflected in table 11.2 below.

#### Reserve development on previously received delinquencies

Table 11.2

(In millions)	Six Months Ended June 30,	
	2019	2018
Decrease in estimated claim rate on primary defaults	\$ (67)	\$ (120)
Increase in estimated severity on primary defaults	3	19
Change in estimates related to pool reserves, LAE reserves, reinsurance, and other	31	3
Total prior year loss development (1)	\$ (33)	\$ (98)

(1) A negative number for prior year loss development indicates a redundancy of prior year loss reserves.

#### Delinquent inventory

A rollforward of our primary delinquent inventory for the three and six months ended June 30, 2019 and 2018 appears in table 11.3 below. The information concerning new notices and cures is compiled from monthly reports received from loan servicers. The level of new notice and cure activity reported in a particular month can be influenced by, among other things, the date on which a servicer generates its report, the accuracy of the data provided by servicers, the number of business days in a month, transfers of servicing between loan servicers and whether all servicers have provided the reports in a given month.

## Delinquent inventory rollforward

Table 11.3

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Delinquent inventory at beginning of period	30,921	41,243	32,898	46,556
New notices	12,915	12,159	26,526	26,782
Cures	(12,882)	(15,350)	(27,230)	(33,423)
Paid claims	(1,112)	(1,501)	(2,300)	(3,072)
Rescissions and denials	(47)	(76)	(99)	(144)
Other items removed from inventory	—	(438)	—	(662)
Delinquent inventory at end of period	29,795	36,037	29,795	36,037

The decrease in the primary delinquent inventory experienced during 2019 and 2018 was generally across all markets and primarily in book years 2008 and prior. Historically as a delinquency ages it becomes more likely to result in a claim.

### Hurricane activity

New delinquent notice activity increased in the fourth quarter of 2017 because of hurricane activity that primarily impacted Puerto Rico, Texas, and Florida in the third quarter of 2017. Many of the loans from the hurricane impacted areas remained delinquent through the period ending June 30, 2018 and are shown in the 4-11 months delinquent category in table 11.4. The majority of the delinquent notices received from the hurricane activity cured as of December 31, 2018.

Table 11.4 below shows the number of consecutive months a borrower is delinquent.

## Primary delinquent inventory - consecutive months delinquent

Table 11.4

	December 31,		
	June 30, 2019	2018	June 30, 2018
3 months or less	8,970	9,829	8,554
4-11 months	8,951	9,655	12,506
12 months or more (1)	11,874	13,414	14,977
Total	29,795	32,898	36,037
3 months or less	30%	30%	24%
4-11 months	30%	29%	35%
12 months or more	40%	41%	41%
Total	100%	100%	100%
Primary claims received inventory included in ending delinquent inventory	630	809	827

(1) Approximately 37%, 38%, and 43% of the primary delinquent inventory delinquent for 12 consecutive months or more has been delinquent for at least 36 consecutive months as of June 30, 2019, December 31, 2018, and June 30, 2018, respectively.

## Claims paying practices

Our loss reserving methodology incorporates our estimates of future rescissions and curtailments. A variance between ultimate actual rescission and curtailment rates and our estimates, as a result of the outcome of litigation, settlements or other factors, could materially affect our losses. Our estimate of premiums to be refunded on expected future rescissions is accrued for separately and is included in "Other liabilities" on our consolidated balance sheets. For information about discussions and legal proceedings with customers with respect to our claims paying practices see [Note 5 – "Litigation and Contingencies."](#)

## Note 12. Shareholders' Equity

### Share repurchase programs

In March 2019, our board of directors authorized an additional share repurchase program under which we may repurchase up to \$200 million of our common stock through the end of 2020. During the second quarter of 2019 we repurchased approximately 1.8 million shares of our common stock at a weighted average cost per share of \$13.79, which included commissions. These repurchases used the remaining \$25 million of share repurchase authorization on the program announced in April 2018. Repurchases may be made from time to time on the open market or through privately negotiated transactions. The repurchase program may be suspended for periods or discontinued at any time.

## Note 13. Share-Based Compensation

We have certain share-based compensation plans. Under the fair value method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period which generally corresponds to the vesting period. Awards under our plans generally vest over periods ranging from one to three years.

Table 13.1 shows the number of shares granted to employees and the weighted average fair value per share during the periods presented (shares in thousands).

## Restricted stock grants

Table 13.1

	Six months ended June 30,			
	2019		2018	
	Shares Granted	Weighted Average Share Fair Value	Shares Granted	Weighted Average Share Fair Value
RSUs subject to performance conditions	1,378	\$ 11.76	1,239	\$ 15.80
RSUs subject only to service conditions	412	11.76	412	15.71

## Note 14. Statutory Information

### Statutory Capital Requirements

The insurance laws of 16 jurisdictions, including Wisconsin, our domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to the net risk in force (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the "State Capital Requirements." While they vary among jurisdictions, the most common State Capital Requirements allow for a maximum risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if (i) the percentage decrease in capital exceeds the percentage decrease in insured risk, or (ii) the percentage increase in capital is less than the percentage increase in insured risk. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires a minimum policyholder position ("MPP"). The "policyholder position" of a mortgage insurer is its net worth or surplus, contingency reserve and a portion of the reserves for unearned premiums.

At June 30, 2019, MGIC's risk-to-capital ratio was 10.1 to 1, below the maximum allowed by the jurisdictions with State Capital Requirements, and its policyholder position was \$2.7 billion above the required MPP of \$1.6 billion. In calculating our risk-to-capital ratio and MPP, we have taken full credit for the risk ceded under our QSR Transactions and Home Re Transactions with a group of unaffiliated reinsurers. It is possible that under the revised State Capital Requirements discussed below, MGIC will not be allowed full credit for the risk ceded to the reinsurers. If MGIC is not allowed an agreed level of credit under either the State Capital Requirements or the financial requirements of the PMIERS, MGIC may terminate the reinsurance transactions, without penalty. At this time, we expect MGIC to continue to comply with the current State Capital Requirements; however, matters that could negatively affect such compliance are discussed in the rest of these consolidated financial statement footnotes.

At June 30, 2019, the risk-to-capital ratio of our combined insurance operations was 10.0 to 1.

The NAIC plans to revise the minimum capital and surplus requirements for mortgage insurers that are provided for in its Mortgage Guaranty Insurance Model Act. In May 2016, a working group of state regulators released an exposure draft of a risk-based capital framework to establish capital requirements for mortgage insurers, although no date has been established by which the NAIC must propose revisions to the capital requirements and certain items have not yet been completely addressed by the framework, including the treatment of ceded risk, minimum capital floors, and action level triggers. Currently, we believe that the PMIERS contain more restrictive capital requirements than the draft Mortgage Guaranty Insurance Model Act in most circumstances.

While MGIC currently meets the State Capital Requirements of Wisconsin and all other jurisdictions, it could be prevented from writing new business in the future in all jurisdictions if it fails to meet the State Capital Requirements of Wisconsin, or it could be prevented from writing new business in a particular jurisdiction if it fails to meet the State Capital Requirements of that jurisdiction, and in each case MGIC does not obtain a waiver of such requirements. It is possible that regulatory action by one

or more jurisdictions, including those that do not have specific State Capital Requirements, may prevent MGIC from continuing to write new insurance in such jurisdictions.

If we are unable to write business in a particular jurisdiction, lenders may be unwilling to procure insurance from us anywhere. In addition, a lender's assessment of the future ability of our insurance operations to meet the State Capital Requirements or the PMIERS may affect its willingness to procure insurance from us. A possible future failure by MGIC to meet the State Capital Requirements or the PMIERS will not necessarily mean that MGIC lacks sufficient resources to pay claims on its insurance liabilities. While we believe MGIC has sufficient claims paying resources to meet its claim obligations on its insurance in force on a timely basis, matters that could negatively affect MGIC's claims paying resources are discussed in the rest of these consolidated financial statement footnotes.

### Tax and Loss Bonds

As a mortgage guaranty insurer, we are eligible for a tax deduction, subject to certain limitations, under Section 832(e) of the IRC for amounts required by state law or regulation to be set aside in statutory contingency reserves. The deduction is allowed only to the extent that we purchase tax and loss bonds ("T&L Bonds") in an amount equal to the tax benefit derived from deducting any portion of our statutory contingency reserves. During the three months ended June 30, 2019, we had net purchases of T&L Bonds in the amount of \$74 million. Under statutory accounting practices, purchases of T&L Bonds are accounted for as investments. Under GAAP, purchases of T&L Bonds are accounted for as a payment of current taxes.

### Dividend restrictions

In each of the first and second quarters of 2019, MGIC paid a \$70 million dividend to our holding company. MGIC is subject to statutory regulations as to payment of dividends. The maximum amount of dividends that MGIC may pay in any twelve-month period without such dividends being subject to regulatory disapproval by the OCI is the lesser of adjusted statutory net income or 10% of statutory policyholders' surplus as of the preceding calendar year end. Adjusted statutory net income is defined for this purpose to be the greater of statutory net income, net of realized investment gains, for the calendar year preceding the date of the dividend or statutory net income, net of realized investment gains, for the three calendar years preceding the date of the dividend less dividends paid within the first two of the preceding three calendar years. The OCI recognizes only statutory accounting principles prescribed, or practices permitted by the State of Wisconsin for determining and reporting the financial condition and results of operations of an insurance company. The OCI has adopted certain prescribed accounting practices that differ from those found in other states. Specifically, Wisconsin domiciled companies record changes in their contingency reserves through their income statement as a change in underwriting deduction. As a result, in periods in which MGIC is increasing contingency reserves, statutory net income is lowered.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Introduction

The following is management's discussion and analysis of the financial condition and results of operations of MGIC Investment Corporation for the second quarter of 2019. As used below, "we" and "our" refer to MGIC Investment Corporation's consolidated operations. This form 10-Q should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2018. See the ["Glossary of terms and acronyms"](#) for definitions and descriptions of terms used throughout this MD&A. The Risk Factors referred to under "Forward Looking Statements and Risk Factors" below, discuss trends and uncertainties affecting us and are an integral part of the MD&A.

### *Forward Looking and Other Statements*

As discussed under "Forward Looking Statements and Risk Factors" below, actual results may differ materially from the results contemplated by forward looking statements. We are not undertaking any obligation to update any forward looking statements or other statements we may make in the following discussion or elsewhere in this document even though these statements may be affected by events or circumstances occurring after the forward looking statements or other statements were made. Therefore no reader of this document should rely on these statements being current as of any time other than the time at which this document was filed with the Securities and Exchange Commission.

## Overview

### Summary financial results of MGIC Investment Corporation

(In millions, except per share data, unaudited)	Three Months Ended June 30,			Six Months Ended June 30,		
	2019	2018	% Change	2019	2018	% Change
<b>Selected statement of operations data</b>						
Total revenues	\$ 292.3	\$ 282.0	4	\$ 584.0	\$ 547.8	7
Losses incurred, net	21.8	(13.5)	261	60.9	10.4	486
Other underwriting and operating expenses, net	43.0	41.8	3	88.9	87.9	1
Income before tax	211.2	237.5	(11)	402.1	417.5	(4)
Provision for income taxes	43.4	50.7	(14)	82.4	87.1	(5)
<b>Net income</b>	<b>167.8</b>	<b>186.8</b>	<b>(10)</b>	<b>319.7</b>	<b>330.5</b>	<b>(3)</b>
<b>Diluted income per share</b>	<b>\$ 0.46</b>	<b>\$ 0.49</b>	<b>(6)</b>	<b>\$ 0.87</b>	<b>\$ 0.87</b>	<b>—</b>
<b>Non-GAAP Financial Measures (1)</b>						
Adjusted pre-tax operating income	\$ 211.0	\$ 239.4	(12)	\$ 402.6	\$ 419.8	(4)
Adjusted net operating income	167.6	189.2	(11)	320.0	333.8	(4)
Adjusted net operating income per diluted share	\$ 0.46	\$ 0.50	(8)	\$ 0.87	\$ 0.88	(1)

(1) See ["Explanation and reconciliation of our use of Non-GAAP financial measures."](#)

### Summary of second quarter 2019 results

#### Comparative quarterly results

We recorded second quarter 2019 net income of \$167.8 million, or \$0.46 per diluted share. Net income decreased by \$19.0 million (10%) from net income of \$186.8 million in the prior year, primarily reflecting an increase in losses incurred, net, partially offset by an increase in investment income and a decrease in our provision for income taxes. Diluted income per share declined 6 percent reflecting the decrease in net income, offset in part by a decrease in our diluted weighted average shares outstanding.

Adjusted net operating income for the second quarter 2019 was \$167.6 million (Q2 2018: \$189.2 million) and adjusted net operating income per diluted share was \$0.46 (Q2 2018: \$0.50). Adjusted net operating income per diluted share declined 8% reflecting the decrease in net income, offset in part by a decrease in our diluted weighted average shares outstanding.

Losses incurred, net for the second quarter of 2019 were \$21.8 million, an increase of \$35.3 million compared to the prior year. The increase was due to a lower level of favorable loss reserve development on previously received delinquencies compared to the prior year. The increase was offset in part by lower current year losses incurred as the estimated claim rate on new notices in the second quarter of 2019 was 8%, compared to 9.5% in the prior year.

The decrease in our provision for income taxes in the second quarter of 2019 as compared to the prior year was primarily due to a decrease in income before tax.

In June 2019, MGIC paid a dividend of \$70 million to our holding company and we expect MGIC to continue to pay quarterly dividends of at least that amount, subject to approval by MGIC's board of directors and non-disapproval by the OCI.

#### Comparative year to date results

We recorded net income of \$319.7 million, or \$0.87 per diluted share during the first six months of 2019. Net income decreased by \$10.7 million from net income of \$330.5 million in the prior year, primarily reflecting an increase in losses incurred, net, partially offset by an increase in premiums and investment income. Diluted income per share was the same as the prior year as the decrease in net income was offset by a decrease in our diluted weighted average shares outstanding.

Adjusted net operating income for the first six months of 2019 was \$320.0 million (YTD 2018: \$333.8 million) and adjusted net operating income per diluted share was \$0.87 (YTD 2018: \$0.88). Adjusted net operating income per diluted share was roughly the same as the prior year as the decrease in net income was offset by a decrease in our diluted weighted average shares outstanding.

Losses incurred, net for the first six months of 2019 were \$60.9 million, an increase of \$50.5 million over the prior year. The increase was due to a lower level of favorable loss reserve development on previously received delinquencies and the recognition of a probable loss of \$23.5 million for litigation of our claims paying practices during the first quarter of 2019. The increase was offset in part by lower current year losses incurred as the estimated claim rate on new notices in the first six months of 2019 was 8%, compared to 9% in the prior year.

The decrease in our provision for income taxes in the first six months of 2019 as compared to the prior year was primarily due to a decrease in income before tax.

See ["Consolidated Results of Operations"](#) below for additional discussion of our results for the three and six months ended June 30, 2019 compared to the respective prior year periods.

## Capital

### Share repurchase programs

On March 19, 2019, our board of directors authorized an additional share repurchase program under which we may repurchase up to \$200 million of our common stock through the end of 2020. During the second quarter of 2019, we repurchased approximately 1.8 million shares of common stock for \$25 million, which used the remaining authorization on the program announced in April 2018. Repurchases may be made from time to time on the open market or through privately negotiated transactions. The repurchase programs may be suspended for periods or discontinued at any time. As of June 30, 2019, we had approximately 354 million shares of common stock outstanding.

Since the end of the second quarter of 2019, through August 5, 2019, we repurchased approximately 1.8 million shares of our common stock for approximately \$23 million.

### Dividends to shareholders

On July 25, 2019, the Board of Directors declared a quarterly cash dividend to shareholders of the company of \$0.06 per share payable on September 20, 2019, to shareholders of record at the close of business on August 30, 2019.

## GSEs

We must comply with the PMIERS to be eligible to insure loans delivered to or purchased by the GSEs. In addition to their financial requirements, the PMIERS include business, quality control and certain transaction approval requirements. Refer to ["Liquidity and Capital Resources - Capital Adequacy - PMIERS"](#) of this MD&A for additional information regarding our capital adequacy under PMIERS.

If MGIC ceases to be eligible to insure loans purchased by one or both of the GSEs, it would significantly reduce the volume of our new business writings. Factors that may negatively impact MGIC's ability to continue to comply with the financial requirements of the PMIERS include the following:

- The GSEs may amend the PMIERS at any time and may make the PMIERS more onerous in the future. The GSEs have indicated that there may be potential future implications for PMIERS based upon feedback the FHFA receives on its June 2018 proposed rule on regulatory capital requirements for the GSEs, which included a framework for determining the capital relief allowed to the GSEs for loans with private mortgage insurance (public comments were due by November 16, 2018). Further, any changes to the GSEs' capital and liquidity requirements resulting from the Treasury Housing Reform Plan (discussed below) could have future implications for PMIERS. In addition, the PMIERS provide that the factors that determine Minimum Required Assets will be updated every two years and may be updated more frequently to reflect changes in macroeconomic conditions or loan performance. The GSEs have indicated that they will generally provide notice 180 days prior to the effective date of such updates.
- Our future operating results may be negatively impacted by the matters discussed in our risk factors. Such matters could decrease our revenues, increase our losses or require the use of assets, thereby creating a shortfall in Available Assets.
- Should capital be needed by MGIC in the future, capital contributions from our holding company may not be available due to competing demands on holding company resources, including for repayment of debt.

While on an overall basis, the amount of Available Assets MGIC must hold in order to continue to insure GSE loans is greater under the PMIERS than what state regulation currently requires, our reinsurance transactions mitigate the negative effect of the PMIERS on our returns. However, reinsurance may not always be available to us or available on similar terms, it subjects us to counterparty credit risk and the GSEs may change the credit they allow under the PMIERS for risk ceded under our reinsurance transactions.

## State Regulations

The insurance laws of 16 jurisdictions, including Wisconsin, MGIC's domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to its net RIF (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the "State Capital Requirements." While they vary among jurisdictions, the most common State Capital Requirements allow for a maximum risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if (i) the percentage decrease in capital exceeds the percentage decrease in insured risk, or (ii) the percentage increase in capital is less than the percentage increase in insured risk. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires an MPP.

At June 30, 2019, MGIC's risk-to-capital ratio was 10.1 to 1, below the maximum allowed by the jurisdictions with State Capital Requirements, and its policyholder position was \$2.7 billion above the required MPP of \$1.6 billion. In calculating our risk-to-capital ratio and MPP, we have taken full credit for the risk ceded under our QSR Transactions and Home Re Transactions. It is possible that under the revised State Capital Requirements discussed below, MGIC will not be allowed full credit for the risk ceded to the reinsurers. If MGIC is not allowed an agreed level of credit under either the State Capital Requirements or the PMIERS, MGIC may terminate the reinsurance transactions, without penalty. At this time, we expect MGIC to continue to comply with the current State Capital Requirements; however, refer to our risk factor titled "State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis" for more information about matters that could negatively affect such compliance.

At June 30, 2019, the risk-to-capital ratio of our combined insurance operations was 10 to 1.

The NAIC plans to revise the minimum capital and surplus requirements for mortgage insurers that are provided for in its Mortgage Guaranty Insurance Model Act. In May 2016, a working group of state regulators released an exposure draft of a risk-based capital framework to establish capital requirements for mortgage insurers, although no date has been established by which the NAIC must propose revisions to the capital requirements and certain items have not yet been completely addressed by the framework, including the treatment of ceded risk, minimum capital floors, and action level triggers. Currently we believe that the PMIERS contain more restrictive capital requirements than the draft Mortgage Guaranty Insurance Model Act in most circumstances.

## GSE reform

The FHFA has been the conservator of the GSEs since 2008 and has the authority to control and direct their operations. The increased role that the federal government has assumed in the residential housing finance system through the GSE conservatorship may increase the likelihood that the business practices of the GSEs change in ways that have a material adverse effect on us and that the charters of the GSEs are changed by new federal legislation. In the past, members of Congress have introduced several bills intended to change the business practices of the GSEs and the FHA; however, no legislation has been enacted.

In March 2019, President Trump directed the U.S. Treasury Department to develop a plan, as soon as practicable, for administrative and legislative reforms for the housing finance system ("Treasury Housing Reform Plan"), with such reforms to reduce taxpayer risk, expand the private sector's role, modernize the government housing programs, and achieve sustainable homeownership. The directive outlines numerous goals and objectives, including but not limited to, the end of conservatorship of the GSEs, increased competition and participation of the private sector in the mortgage market including by authorizing the FHFA to approve additional guarantors of conventional mortgages in the secondary market, appropriate capital and liquidity requirements for the GSEs, and evaluation of the GSE Patch. The GSE Patch expands the definition of Qualified Mortgage ("QM") under the Truth in Lending Act (Regulation Z) to include mortgages eligible to be purchased by the GSEs, even if the mortgages do not meet the DTI ratio limit of 43% included in the standard QM definition.

The GSE Patch is scheduled to expire no later than January 2021. In July 2019, the CFPB released an Advanced Notice of Proposed Rulemaking on the QM definition. The director of the CFPB indicated that the CFPB would consider only a short-term extension of the GSE Patch. Approximately 30% and 24% of our NIW in the first and second quarters of 2019, respectively, was on loans with DTI ratios greater than 43%. However, it is possible that not all future loans with DTI ratios greater than 43% will be affected by a sunset of the GSE Patch, in part because the standard QM definition may be liberalized under the new rules. In this regard, we note that the CFPB asked for comment about whether the definition of QM should retain a direct measure of a consumer's personal finances (for example, DTI ratio); whether the definition should include an alternative method for assessing financial capacity; whether, if the QM definition retains a DTI ratio limit, the limit should remain 43% or be increased or decreased; and whether loans with DTI ratios above a prescribed limit should be given QM status if certain compensating factors are present. We may insure loans that do not qualify as QMs, however, we are unsure the extent to which lenders will make non-QM loans because they will not be entitled to the presumptions about compliance with the "ability to repay" rules that the law allows with respect to QM loans. We are also unsure the extent to which lenders will purchase private mortgage insurance for loans that cannot be sold to the GSEs.

The rule that includes the QM definition that applies to loans insured by the FHA was issued by the Department of Housing and Urban Development ("HUD") and that definition is less restrictive than the CFPB's definition in certain respects, including that (i) it has no DTI ratio limit, and (ii) it allows the lender certain presumptions about compliance with the "ability to repay" requirements on higher priced loans. It is possible that lenders will prefer FHA-insured loans to loans insured by private mortgage insurance as a result of the FHA's less restrictive QM definition.

In March 2019, the President also directed the Secretary of HUD to develop a plan that would recommend administrative and legislative reforms to the programs HUD oversees, including those of the FHA and the Government National Mortgage Association.

For additional information about the business practices of the GSEs, see our risk factor titled "Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses."

## Factors affecting our results

Our results of operations are affected by:

### Premiums written and earned

Premiums written and earned in a year are influenced by:

- NIW, which increases IIF. Many factors affect NIW, including the volume of low down payment home mortgage originations and competition to provide credit enhancement on those mortgages from the FHA, the VA, other mortgage insurers, and other alternatives to mortgage insurance, including GSE programs that may reduce or eliminate the demand for mortgage insurance. NIW does not include loans previously insured by us that are modified, such as loans modified under HARP.
- Cancellations, which reduce IIF. Cancellations due to refinancings are affected by the level of current mortgage interest rates compared to the mortgage coupon rates throughout the in force book, current home values compared to values when the loans in the in force book were insured and the terms on which mortgage credit is available. Home price appreciation can give homeowners the right to cancel mortgage insurance on their loans if sufficient home equity is achieved. Cancellations also result from policy rescissions, which require us to return any premiums received on the rescinded policies and claim payments, which require us to return any premium received on the related policies from the date of default on the insured loans. Cancellations of single premium policies, which are generally non-refundable, result in immediate recognition of any remaining unearned premium.
- Premium rates, which are affected by product type, competitive pressures, the risk characteristics of the insured loans, the percentage of coverage on the insured loans, and PMIERS capital requirements. The substantial majority of our monthly and annual mortgage insurance premiums are under premium plans for which, for the first ten years of the policy, the amount of premium is determined by multiplying the initial premium rate by the original loan

balance; thereafter, the premium rate resets to a lower rate used for the remaining life of the policy. However, for loans that have utilized HARP, the initial ten-year period resets as of the date of the HARP transaction. The remainder of our monthly and annual premiums are under premium plans for which premiums are determined by a fixed percentage of the loan's amortizing balance over the life of the policy.

- Premiums ceded, net of a profit commission, under our QSR Transactions, and premiums ceded under our Home Re Transactions. See [Note 4 - "Reinsurance"](#) to our consolidated financial statements for a discussion of our reinsurance transactions.

Premiums are generated by the insurance that is in force during all or a portion of the period. A change in the average IIF in the current period compared to an earlier period is a factor that will increase (when the average in force is higher) or reduce (when it is lower) premiums written and earned in the current period, although this effect may be enhanced (or mitigated) by differences in the average premium rate between the two periods as well as by premiums that are returned or expected to be returned in connection with claim payments and rescissions, and premiums ceded under reinsurance agreements. Also, NIW and cancellations during a period will generally have a greater effect on premiums written and earned in subsequent periods than in the period in which these events occur.

#### Investment income

Our investment portfolio is composed principally of investment grade fixed income securities. The principal factors that influence investment income are the size of the portfolio and its yield. As measured by amortized cost (which excludes changes in fair value, such as from changes in interest rates), the size of the investment portfolio is mainly a function of cash generated from (or used in) operations, such as NPW, investment income, net claim payments and expenses, and cash provided by (or used for) non-operating activities, such as debt, stock issuances or repurchases, or dividends.

#### Losses incurred

Losses incurred are the current expense that reflects estimated payments that will ultimately be made as a result of delinquencies on insured loans. As explained under "Critical Accounting Policies" in our 2018 10-K MD&A, except in the case of a premium deficiency reserve, we recognize an estimate of this expense only for delinquent loans. The level of new delinquencies has historically followed a seasonal pattern, with new delinquencies in the first part of the year lower than new delinquencies in the latter part of the year, though this pattern can be affected by the state of the economy and local housing markets. Losses incurred are generally affected by:

- The state of the economy, including unemployment and housing values, each of which affects the likelihood that loans will become delinquent and whether loans that are delinquent cure their delinquency.
- The product mix of the in force book, with loans having higher risk characteristics generally resulting in higher delinquencies and claims.

- The size of loans insured, with higher average loan amounts tending to increase losses incurred.
- The percentage of coverage on insured loans, with deeper average coverage tending to increase losses incurred.
- The rate at which we rescind policies or curtail claims. Our estimated loss reserves incorporate our estimates of future rescissions of policies and curtailments of claims, and reversals of rescissions and curtailments. We collectively refer to rescissions and denials as "rescissions" and variations of this term. We call reductions to claims "curtailments."
- The distribution of claims over the life of a book. Historically, the first few years after loans are originated are a period of relatively low claims, with claims increasing substantially for several years subsequent and then declining, although persistency, the condition of the economy, including unemployment and housing prices, and other factors can affect this pattern. For example, a weak economy or housing value declines can lead to claims from older books increasing, continuing at stable levels or experiencing a lower rate of decline. See further information under "Mortgage insurance earnings and cash flow cycle" below.
- Losses ceded under reinsurance transactions. See [Note 4 - "Reinsurance"](#) to our consolidated financial statements for a discussion of our reinsurance transactions.

#### Underwriting and other expenses

Underwriting and other expenses includes items such as employee compensation, fees for professional services, depreciation and maintenance expense, and premium taxes, and are reported net of ceding commissions associated with our reinsurance transactions. Employee compensation expenses are variable due to share-based compensation, changes in benefits, and headcount (which can fluctuate due to volume). See [Note 4 - "Reinsurance"](#) to our consolidated financial statements for a discussion of our reinsurance transactions.

#### Interest expense

Interest expense primarily reflects the interest associated with our outstanding debt obligations discussed in [Note 3 - "Debt"](#) to our consolidated financial statements and under "[Liquidity and Capital Resources](#)" below.

#### Other

Certain activities that we do not consider part of our fundamental operating activities may also impact our results of operations and are described in the following.

##### Net realized investment gains (losses)

*Fixed income securities.* Realized investment gains and losses are a function of the difference between the amount received on the sale of a fixed income security and the fixed income security's cost basis, as well as any "other than temporary" impairments ("OTTI") recognized in earnings. The amount received on the sale of fixed income securities is affected by the coupon rate of the security compared to the yield of comparable securities at the time of sale.

*Equity securities.* Realized investment gains and losses are a function of the periodic change in fair value, as well as any OTTI recognized in earnings.

Refer to [“Explanation and reconciliation of our use of Non-GAAP financial measures”](#) below to understand how these items impact our evaluation of our core financial performance.

#### **Mortgage insurance earnings and cash flow cycle**

In general, the majority of any underwriting profit that a book generates occurs in the early years of the book, with the largest portion of any underwriting profit realized in the first year following the year the book was written. Subsequent years of a book may result in either underwriting profit or underwriting losses. This pattern of results typically occurs because relatively few of the incurred losses on delinquencies that a book will ultimately experience typically occur in the first few years of the book, when premium revenue is highest, while subsequent years are affected by declining premium revenues, as the number of insured loans decreases (primarily due to loan prepayments) and increasing losses. The typical pattern is also a function of premium rates generally resetting to lower levels after ten years.

## Explanation and reconciliation of our use of non-GAAP financial measures

### Non-GAAP financial measures

We believe that use of the Non-GAAP measures of adjusted pre-tax operating income (loss), adjusted net operating income (loss) and adjusted net operating income (loss) per diluted share facilitate the evaluation of the company's core financial performance thereby providing relevant information to investors. These measures are not recognized in accordance with GAAP and should not be viewed as alternatives to GAAP measures of performance.

**Adjusted pre-tax operating income (loss)** is defined as GAAP income (loss) before tax, excluding the effects of net realized investment gains (losses), gain (loss) on debt extinguishment, net impairment losses recognized in income (loss) and infrequent or unusual non-operating items where applicable.

**Adjusted net operating income (loss)** is defined as GAAP net income (loss) excluding the after-tax effects of net realized investment gains (losses), gain (loss) on debt extinguishment, net impairment losses recognized in income (loss), and infrequent or unusual non-operating items where applicable. The amounts of adjustments to components of pre-tax operating income (loss) are tax effected using a federal statutory tax rate of 21%.

**Adjusted net operating income (loss) per diluted share** is calculated in a manner consistent with the accounting standard regarding earnings per share by dividing (i) adjusted net operating income (loss) after making adjustments for interest expense on convertible debt, whenever the impact is dilutive by (ii) diluted weighted average common shares outstanding, which reflects share dilution from unvested restricted stock units and from convertible debt when dilutive under the "if-converted" method.

Although adjusted pre-tax operating income (loss) and adjusted net operating income (loss) exclude certain items that have occurred in the past and are expected to occur in the future, the excluded items represent items that are: (1) not viewed as part of the operating performance of our primary activities; or (2) impacted by both discretionary and other economic or regulatory factors and are not necessarily indicative of operating trends, or both. These adjustments, along with the reasons for their treatment, are described below. Trends in the profitability of our fundamental operating activities can be more clearly identified without the fluctuations of these adjustments. Other companies may calculate these measures differently. Therefore, their measures may not be comparable to those used by us.

- (1) *Net realized investment gains (losses)*. The recognition of net realized investment gains or losses can vary significantly across periods as the timing of individual securities sales is highly discretionary and is influenced by such factors as market opportunities, our tax and capital profile, and overall market cycles.
- (2) *Gains and losses on debt extinguishment*. Gains and losses on debt extinguishment result from discretionary activities that are undertaken to enhance our capital position, improve our debt profile, and/or reduce potential dilution from our outstanding convertible debt.
- (3) *Net impairment losses recognized in earnings*. The recognition of net impairment losses on investments can vary significantly in both size and timing, depending on market credit cycles, individual issuer performance, and general economic conditions.
- (4) *Infrequent or unusual non-operating items*. Income tax expense related to our IRS dispute is related to past transactions which are non-recurring in nature and are not part of our primary operating activities.

## Non-GAAP reconciliations

### Reconciliation of Income before tax / Net income to Adjusted pre-tax operating income / Adjusted net operating income

(In thousands, except per share amounts)	Three Months Ended June 30,					
	2019			2018		
	Pre-tax	Tax effect	Net (after-tax)	Pre-tax	Tax effect	Net (after-tax)
Income before tax / Net income	\$ 211,211	\$ 43,433	\$ 167,778	\$ 237,522	\$ 50,708	\$ 186,814
Adjustments:						
Additional income tax benefit (provision) related to IRS litigation	—	—	—	—	(923)	923
Net realized investment (gains) losses	(217)	(46)	(171)	1,897	398	1,499
Adjusted pre-tax operating income / Adjusted net operating income	\$ 210,994	\$ 43,387	\$ 167,607	\$ 239,419	\$ 50,183	\$ 189,236

### Reconciliation of Net income per diluted share to Adjusted net operating income per diluted share

Weighted average diluted shares outstanding	376,603	388,881
Net income per diluted share	\$ 0.46	\$ 0.49
Additional income tax provision related to IRS litigation	—	— (1)
Net realized investment losses	—	— (1)
Adjusted net operating income per diluted share	\$ 0.46	\$ 0.50

(1) For the three months ended June 30, 2018, the individual adjustments are each less than \$0.01 per diluted share, but collectively aggregate to \$0.01 per diluted share.

### Reconciliation of Income before tax / Net income to Adjusted pre-tax operating income / Adjusted net operating income

(In thousands, except per share amounts)	Six Months Ended June 30,					
	2019			2018		
	Pre-tax	Tax effect	Net (after-tax)	Pre-tax	Tax effect	Net (after-tax)
Income before tax / Net income	\$ 402,147	\$ 82,428	\$ 319,719	\$ 417,547	\$ 87,096	\$ 330,451
Adjustments:						
Additional income tax provision related to IRS litigation	—	—	—	—	(1,631)	1,631
Net realized investment losses	403	85	318	2,226	467	1,759
Adjusted pre-tax operating income / Adjusted net operating income	\$ 402,550	\$ 82,513	\$ 320,037	\$ 419,773	\$ 85,932	\$ 333,841

### Reconciliation of Net income per diluted share to Adjusted net operating income per diluted share

Weighted average diluted shares outstanding	376,635	390,236
Net income per diluted share	\$ 0.87	\$ 0.87
Additional income tax provision related to IRS litigation	—	— (1)
Net realized investment losses	—	— (1)
Adjusted net operating income per diluted share	\$ 0.87	\$ 0.88

(1) For the six months ended June 30, 2018, the individual adjustments are each less than \$0.01 per diluted share, but collectively aggregate to \$0.01 per diluted share.

## Mortgage Insurance Portfolio

### New insurance written

According to *Inside Mortgage Finance* and GSE estimates, total mortgage originations for the second quarter and first six months of 2019, on average, are estimated to have increased from the respective prior year periods. The total amount of mortgage originations is generally influenced by the level of new and existing home sales, the percentage of homes purchased for cash, and the level of refinance activity. PMI market share of total mortgage originations is influenced by the mix of purchase and refinance originations as PMI market share is 3-4 times higher for purchase originations than refinance originations. PMI market share is also impacted by the market share of total originations of the FHA, VA, USDA, and other alternatives to mortgage insurance, including GSE programs that may reduce or eliminate the demand for mortgage insurance.

NIW for the second quarter of 2019 was \$14.9 billion (Q2 2018: \$13.2 billion) and for the first six months of 2019 was \$25.0 billion (YTD 2018: \$23.8 billion). The percentage of our NIW on loans with DTI ratios greater than 45% has declined in 2019, which we believe is due in part to changes in GSE underwriting guidelines and our pricing for loans with such DTI ratios. We are continuing to monitor our exposure to such loans and may take further action.

The following tables present characteristics of our primary NIW for the three and six months ended June 30, 2019 and 2018.

#### Primary NIW by FICO score

(% of primary NIW)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
760 and greater	43.9%	43.1%	42.9%	42.4%
740 - 759	18.0%	17.3%	17.7%	17.2%
720 - 739	13.6%	14.6%	14.0%	14.6%
700 - 719	11.4%	11.8%	11.7%	11.7%
680 - 699	7.3%	6.9%	7.4%	7.2%
660 - 679	3.3%	3.4%	3.6%	3.7%
640 - 659	1.7%	2.1%	1.9%	2.2%
639 and less	0.8%	0.8%	0.9%	0.9%

#### Primary NIW by loan-to-value

(% of primary NIW)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
95.01% and above	16.1%	15.4%	16.7%	14.4%
90.01% to 95.00%	43.3%	44.1%	42.7%	44.1%
85.01% to 90.00%	27.9%	28.8%	28.2%	28.9%
80.01% to 85%	12.7%	11.7%	12.4%	12.6%

#### Primary NIW by debt-to-income ratio (1)

(% of primary NIW)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
45.01% and above	14.7%	19.2%	16.3%	19.6%
38.01% to 45.00%	31.9%	32.1%	32.8%	31.9%
38.00% and below	53.4%	48.7%	50.9%	48.5%

(1) In 2018, we started considering DTI ratios when setting our premium rates, and we changed our methodology for calculating DTI ratios for pricing and eligibility purposes to exclude the impact of mortgage insurance premiums. As a result of this change, loan originators may have changed the information they provide to us. Although we have changed our operational procedures to account for this, we cannot be sure that the DTI ratio we report for each loan beginning in late 2018 includes the related mortgage insurance premiums in the calculation.

#### Primary NIW by policy payment type

(% of primary NIW)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Monthly premiums	84.2%	83.9%	84.1%	82.3%
Single premiums	15.7%	15.9%	15.8%	17.5%
Annual premiums	0.1%	0.2%	0.1%	0.2%

#### Primary NIW by type of mortgage

(% of primary NIW)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Purchases	89.2%	94.1%	90.2%	91.5%
Refinances	10.8%	5.9%	9.8%	8.5%

#### Insurance and risk in force

The amount of our IIF and RIF is impacted by the amount of NIW and cancellations of primary IIF during the period. Cancellation activity is primarily due to refinancing activity, but is also impacted by rescissions, cancellations due to claim payment, and policies cancelled when borrowers achieve the required amount of home equity. Refinancing activity has historically been affected by the level of mortgage interest rates and the level of home price appreciation. Cancellations generally move inversely to the change in the direction of interest rates, although they generally lag a change in direction.

**Persistency.** Our persistency was 80.8% at June 30, 2019 compared to 81.7% at December 31, 2018 and 80.1% at June 30, 2018. Since 2000, our year-end persistency ranged from a high of 84.7% at December 31, 2009 to a low of 47.1% at December 31, 2003.

## IIF and RIF

(In billions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
NIW	\$ 14.9	\$ 13.2	\$ 25.0	\$ 23.8
Cancellations	(12.4)	(10.0)	(20.8)	(18.0)
Increase in primary IIF	\$ 2.5	\$ 3.2	\$ 4.2	\$ 5.8
 (In billions)				
	2019	2018		
Direct primary IIF as of June 30,	\$ 213.9	\$ 200.7		
Direct primary RIF as of June 30,	\$ 55.2	\$ 51.7		

## Credit profile of our primary RIF

The proportion of our total primary RIF written after 2008 has been steadily increasing in proportion to our total primary RIF. Our 2009 and later books possess significantly improved risk characteristics when compared to our 2005-2008 origination years. The credit profile of our pre-2009 RIF has benefited from modification and refinance programs making outstanding loans more affordable to borrowers with the goal of reducing the number of foreclosures. These programs included HAMP and HARP, which expired at the end of 2016 and 2018, respectively, but have been replaced by other GSE modification programs. HARP allowed borrowers who were not delinquent, but who may not otherwise have been able to refinance their loans under the current GSE underwriting standards due to, for example, the current LTV exceeding 100%, to refinance and lower their note rate.

As shown in the following table, as of June 30, 2019 approximately 11% of our primary RIF has been modified.

## Modifications

Policy year	HARP Modifications (1)	HAMP & Other Modifications
2003 and prior	9.7%	46.5%
2004	17.4%	50.7%
2005	25.3%	48.5%
2006	28.6%	45.3%
2007	41.0%	35.1%
2008	57.8%	21.6%
2009	47.2%	9.5%
2010 - Q2 2019	—%	0.5%
Total	5.4%	6.0%

(1) Includes proprietary programs that are substantially the same as HARP.

As of June 30, 2019, based on loan count, the loans associated with 97.7% of HARP modifications and 80.5% of HAMP and other modifications were current.

We cannot determine the total benefit we may derive from loan modification programs, particularly given the uncertainty around the re-default rates for defaulted loans that have been modified. Our loss reserves do not account for potential re-defaults of current loans.

The aggregate of our 2009-2019 books and our HARP modifications accounted for approximately 91% of our total primary RIF at June 30, 2019.

## Primary RIF

Policy Year	June 30, 2019		December 31, 2018		June 30, 2018	
	RIF	% of RIF	RIF	% of RIF	RIF	% of RIF
2009+	\$ 47,141	85%	\$ 45,083	83%	\$ 41,799	81%
2005 - 2008 (HARP)	2,805	5%	3,109	5%	3,425	6%
Other years (HARP)	196	1%	229	1%	266	1%
Subtotal	50,142	91%	48,421	89%	45,490	88%
2005- 2008 (Non-HARP)	4,287	8%	4,796	9%	5,289	10%
Other years (Non-HARP)	775	1%	846	2%	965	2%
Subtotal	5,062	9%	5,642	11%	6,254	12%
Total Primary RIF	\$ 55,204	100%	\$ 54,063	100%	\$ 51,744	100%

**Pool and other insurance**

MGIC has written no new pool insurance since 2008; however, for a variety of reasons, including responding to capital market alternatives to PMI and customer demands, MGIC may write pool risk in the future. Our direct pool risk in force was \$393 million (\$215 million on pool policies with aggregate loss limits and \$178 million on pool policies without aggregate loss limits) at June 30, 2019 compared to \$419 million (\$228 million on pool policies with aggregate loss limits and \$191 million on pool policies without aggregate loss limits) at December 31, 2018. If claim payments associated with a specific pool reach the aggregate loss limit, the remaining IIF within the pool would be cancelled and any remaining delinquencies under the pool would be removed from our delinquent inventory.

In connection with the GSEs' credit risk transfer programs, insurance subsidiaries of MGIC provide insurance and reinsurance covering portions of the credit risk related to certain reference pools of mortgages acquired by the GSEs. Our RIF, as reported to us, related to these programs was approximately \$88 million as of June 30, 2019.

## Consolidated Results of Operations

The following section of the MD&A provides a comparative discussion of MGIC Investment Corporation's Consolidated Results of Operations for the three and six months ended June 30, 2019 and 2018.

### Revenues

#### Revenues

(in millions)	Three Months Ended June 30,			Six Months Ended June 30,		
	2019	2018	% Change	2019	2018	% Change
Net premiums written	\$ 243.6	\$ 255.4	(5)	\$ 487.9	\$ 492.3	(1)
Net premiums earned	\$ 247.1	\$ 247.0	—	\$ 496.9	\$ 479.1	4
Investment income, net of expenses	42.4	34.5	23	83.0	66.6	25
Net realized investment gains (losses)	0.3	(1.9)	N/M	(0.2)	(2.2)	N/M
Other revenue	2.5	2.4	2	4.3	4.3	—
Total revenues	\$ 292.3	\$ 282.0	4	\$ 584.0	\$ 547.8	7

### Net premiums written and earned

#### Comparative quarterly results

NPW decreased and NPE was flat for the three months ended June 30, 2019 from the prior year reflecting an increase in ceded premiums compared to the same period of prior year, which offset an increase in premiums from a higher average insurance in force and a decrease in premium refunds from lower claim activity. The increase in ceded premiums was due to a non-recurring termination fee related to our 2015 QSR Transaction, premiums ceded under our Home Re Transactions, and a lower profit commission due to higher ceded losses. NPE also reflects lower premium rates on our IIF and an increase in premiums from single premium policy cancellations when compared to the prior year.

#### Comparative year to date results

NPW decreased and NPE increased for the six months ended June 30, 2019 when compared to the prior year period. NPW and NPE reflect an increase in ceded premiums compared to the same period of the prior year, which offset an increase in premiums from higher average insurance in force and a decrease in premium refunds from lower claim activity. The increase in ceded premiums was due to a non-recurring termination fee related to our 2015 QSR Transaction, premiums ceded under our Home Re Transactions, and a higher percentage of our IIF covered by quota share reinsurance. The negative effect of higher ceded premiums and IIF having lower premium rates on our NPE was offset by an increase in premiums from single premium policy cancellations when compared to the prior year.

See "Overview - Factors Affecting Our Results" above for additional factors that influenced the amount of net premiums written and earned during the periods.

#### Premium yield

Premium yield (NPE divided by average IIF) for the second quarter of 2019 was 46.5 basis points (Q2 2018: 49.6 basis points) and our premium yield for the six months ended June 30, 2019 was 46.9 basis points (YTD 2018: 48.5 basis points). Our premium yield is influenced by a number of key drivers, which have a varying impact from period to period.

The following table reconciles our premium yield for the three and six months ended June 30, 2019 from the respective prior year period.

(in basis points)	Three Months Ended		Six Months Ended	
	June 30, 2018		June 30, 2019	
Premium yield - June 30, 2018	49.6		48.5	
Reconciliation:				
Change in premium rates	(1.2)		(1.3)	
Change in premium refunds and accruals	0.6		0.5	
Single premium policy persistency	0.8		0.3	
Reinsurance	(3.3)		(1.1)	
Premium yield - June 30, 2019	46.5		46.9	

Our premium yield declined when compared to the respective prior year periods and reflects the following:

#### Negative drivers:

- A larger percentage of our IIF from book years with lower premium rates due to a decline in premium rates in recent years resulting from insuring mortgages with lower risk characteristics and pricing competition, and certain policies undergoing premium rate resets on their ten-year anniversaries, and
- more of an adverse impact from our reinsurance primarily due to the non-recurring termination fee on our 2015 QSR Transaction and ceded premiums under our Home Re Transactions.

#### Positive drivers:

- less of an adverse impact from premium refunds primarily due to lower claim activity, and
- greater amounts of accelerated earned premium from cancellations of single premium policies prior to their estimated policy life, primarily due increased refinancing activity.

We expect our premium yield to decline in 2019, primarily due to lower average premium rates on our IIF.

## Reinsurance agreements

### Quota share reinsurance

Our quota share reinsurance affects various lines of our statements of operations and therefore we believe it should be analyzed by reviewing its total effect on our pre-tax income, described as follows.

→	We cede a fixed percentage of premiums on insurance covered by the agreements.
→	We receive the benefit of a profit commission through a reduction in the premiums we cede. The profit commission varies directly and inversely with the level of losses on a "dollar for dollar" basis and can be eliminated at loss levels significantly higher than we are currently experiencing. As a result, lower levels of losses result in a higher profit commission and less benefit from ceded losses; higher levels of losses result in more benefit from ceded losses and a lower profit commission (or for levels of losses we do not expect, its elimination).
→	We receive the benefit of a ceding commission through a reduction in underwriting expenses equal to 20% of premiums ceded (before the effect of the profit commission).
→	We cede a fixed percentage of losses incurred on insurance covered by the agreements.

### Covered risk

The amount of our NIW subject to our QSR Transactions as shown in the following table will vary from period to period in part due to coverage limits that may be triggered depending on the mix of our risk written during the period. The 2019 QSR Transaction covering our 2019 NIW increased thresholds for risk written on loans with LTV ratios of 95% or greater and loans with DTI ratios greater than 45%, each when compared to our 2018 QSR Transaction. The NIW subject to quota share reinsurance increased for the six months ended June 30, 2019 when compared to the same period of the prior year due to the increased threshold on risk written on loans with DTI ratios greater than 45% and a decrease in the percentage of our NIW with DTI ratios greater than 45%. In the first six months of 2018, the risk written on loans with DTI ratios greater than 45% exceeded the threshold.

We terminated a portion of our 2015 QSR Transaction effective June 30, 2019 and entered into an amended quota share reinsurance agreement with certain participants from the existing reinsurance panel that effectively reduces the quota share cede rate from 30% to 15% on the remaining eligible insurance. During the second quarter of 2019, we incurred a termination fee of \$6.8 million, which was paid in July to participants of the reinsurance panel that are not participating in the amended 2015 QSR Transaction. Under the amended terms we will generally receive a profit commission provided that the loss ratio on the covered loans remains below 68%.

The following table provides information related to our quota share reinsurance agreements for 2019 and 2018.

### Quota share reinsurance

	As of and For the Six Months Ended June 30,	
(\$ in thousands, unless otherwise stated)	2019	2018
NIW subject to quota share reinsurance agreements	83%	75%
IIF subject to quota share reinsurance agreements	78%	78%

### Statements of operations:

Ceded premiums written and earned, net of profit commission	\$ 64,689	\$ 54,468
% of direct premiums written	12%	10%
% of direct premiums earned	11%	10%
Profit commission	75,902	71,958
Ceding commissions	26,765	25,285
Ceded losses incurred	5,116	4,053

### Mortgage insurance portfolio:

Ceded RIF (in millions)	\$ 10,212	\$ 12,236
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### Excess-of-loss reinsurance

Our excess-of-loss reinsurance provides \$634.4 million of loss coverage on an existing portfolio of inforce policies having an inforce date on or after July 1, 2016 and before April 1, 2019. As of June 30, 2019, the aggregate exposed principal balances under the Home Re 2018-01 Ltd. and 2019-01 Ltd. transactions were approximately \$6.6 billion and \$7.1 billion, respectively, which take into account the mortgage insurance coverage percentage, net retained risk after quota share reinsurance, and the reinsurance inclusion percentage of the unpaid principal balance. We ceded premiums of \$4.5 million and \$7.0 million for the three and six months ended June 30, 2019, respectively.

We expect that we may enter into similar excess-of-loss reinsurance transactions if capital market conditions remain favorable.

## Investment income

### Comparative quarterly and year to date results

Net investment income in the second quarter and first six months of 2019 was \$42.4 million and \$83.0 million, respectively, up from \$34.5 million and \$66.6 million in the respective prior year periods. The increases in investment income were due to an increase in the average balance of the investment portfolio along with higher investment yields over the periods.

## Losses and expenses

### Losses and expenses

(In millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Losses incurred, net	\$ 21.8	\$ (13.5)	\$ 60.9	\$ 10.4
Amortization of deferred policy acquisition costs	2.8	2.8	5.2	5.4
Other underwriting and operating expenses, net	43.0	41.8	88.9	87.9
Interest expense	13.6	13.2	26.8	26.5
<b>Total losses and expenses</b>	<b>\$ 81.2</b>	<b>\$ 44.3</b>	<b>\$ 181.8</b>	<b>\$ 130.2</b>

### Losses incurred, net

As discussed in “Critical Accounting Policies” in our 2018 10-K MD&A and consistent with industry practices, we establish loss reserves for future claims only for loans that are currently delinquent. The terms “delinquent” and “default” are used interchangeably by us. We consider a loan to be delinquent when it is two or more payments past due. Loss reserves are established based on estimating the number of loans in our delinquent inventory that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity.

Estimation of losses is inherently judgmental. The conditions that affect the claim rate and claim severity include the current and future state of the domestic economy, including unemployment, and the current and future strength of local housing markets. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be adversely affected by several factors, including a deterioration of regional or national economic conditions, including unemployment, leading to a reduction in borrower income and thus their ability to make mortgage payments, and a drop in housing values that could result in, among other things, greater losses on loans, and may affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. Historically, losses incurred have followed a seasonal trend in which the second half of the year has weaker credit performance than the first half, with higher new notice activity and a lower cure rate. Our estimates are also affected by any agreements we enter into regarding our claims paying practices, such as the settlement agreements discussed in [Note 5 – “Litigation and Contingencies”](#) to our consolidated financial statements. Changes to our estimates could result in a material impact to our consolidated results of operations and financial position, even in a stable economic environment.

### Comparative quarterly results

Losses incurred, net in the second quarter of 2019 were \$21.8 million compared to (\$13.5) million in the prior year. The increase was due to a lower amount of favorable loss reserve development on previously received delinquencies. During the second quarter of 2019 there was a \$30 million reduction in losses incurred due to positive development on our primary loss reserves, before reinsurance, for previously received delinquent notices, compared to \$70 million in the second quarter of 2018. Current year losses incurred declined due to a lower estimated claim rate on new notices when compared to the prior year.

### Comparative year to date results

Losses incurred, net in the six months ended June 30, 2019 were \$60.9 million compared to \$10.4 million in the prior year period. The increase was due to lower favorable loss reserve development on previously received delinquencies in the current year period, which includes the recognition of a probable loss of \$23.5 million for litigation of our claims paying practices. Losses incurred on current year delinquencies declined primarily due to a lower estimated claim rate on new delinquent notices received compared to the prior year.

### Composition of losses incurred

(in millions)	Three Months Ended June 30,			Six Months Ended June 30,		
	2019	2018	% Change	2019	2018	% Change
Current year / New notices	\$ 46.6	\$ 49.3	(5)	\$ 94.1	\$ 108.4	(13)
Prior year reserve development	(24.8)	(62.7)	(61)	(33.2)	(98.0)	(66)
Losses incurred, net	\$ 21.8	\$ (13.5)	261	\$ 60.9	\$ 10.4	486

### Loss ratio

The loss ratio is the ratio, expressed as a percentage, of the sum of incurred losses and loss adjustment expenses to net premiums earned. The increase in the loss ratio for the three and six months ended June 30, 2019 compared to the respective prior year periods was primarily due to an increase in losses incurred, net, offset in part by an increase in earned premiums.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Loss ratio	8.8%	(5.4)%	12.3%	2.2%

### New notice claim rate

New notice activity continues to be primarily driven by loans insured in 2008 and prior, which continue to experience a cycle whereby many loans default, cure, and re-default. This cycle, along with the duration that defaults may ultimately remain in our notice inventory, results in significant judgment in establishing the estimated claim rate.

## New notice claim rate

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
New notices - 2008 and prior (1)	8,573	9,031	17,455	19,680
New notices - 2009 and later	4,342	3,128	9,009	7,102
Total	12,915	12,159	26,464	26,782
Claim rate	8.0%	9.5%	8.0%	9.0%
(1) previously delinquent %	94.0%	93.0%	94.0%	92.0%

## Claims severity

Factors that impact claim severity include:

- exposure to the loan, which is the unpaid principal balance of the loan times our insurance coverage percentage,
- length of time between delinquency and claim filing (which impacts the amount of interest and expenses, with a longer time between default and claim filing generally increasing severity), and
- curtailments.

As discussed in [Note 11 - "Loss Reserves,"](#) the average time for servicers to process foreclosures has recently shortened. Therefore, we expect the average number of missed payments at the time a claim is received to be approximately 18 to 24 for new notices received, and expect to receive in 2019, compared to an average of 37 missed payments at the claim received date for claims paid in 2018. Our loss reserves estimates take into consideration trends over time, because the development of the delinquencies may vary from period to period without establishing a meaningful trend.

The majority of loans from 2005 through 2008 (which represent 58% of the loans in the delinquent inventory) are covered by master policy terms that, except under certain circumstances, do not limit the number of years that an insured can include interest when filing a claim. Under our current master policy terms, an insured can include accumulated interest when filing a claim only for the first three years the loan is delinquent. In each case, the insured must comply with its obligations under the terms of the applicable master policy.

## Claims severity trend for claims paid during the period

Period	Average exposure on claim paid		Average claim paid		% Paid to exposure	Average number of missed payments at claim received date
Q2 2019	\$	46,950	\$	46,883	99.9%	34
Q1 2019		42,277		43,930	103.9%	35
Q4 2018		45,366		47,980	105.8%	35
Q3 2018		43,290		47,230	109.1%	35
Q2 2018		44,522		50,175	112.7%	38
Q1 2018		45,597		51,069	112.0%	38
Q4 2017		44,437		49,177	110.7%	36
Q3 2017		43,313		46,389	107.1%	35
Q2 2017		44,747		49,105	109.7%	35
Q1 2017		44,238		49,110	111.0%	35

Note: Table excludes material settlements. Settlements include amounts paid in settlement disputes for claims paying practices and commutations of pools of NPLs.

In considering the potential sensitivity of the factors underlying our estimate of loss reserves, it is possible that even a relatively small change in our estimated claim rate or severity could have a material impact on reserves and, correspondingly, on our consolidated results of operations even in a stable economic environment. For example, as of June 30, 2019, assuming all other factors remain constant, a \$1,000 increase/decrease in the average severity reserve factor would change the reserve amount by approximately +/- \$11 million. A 1 percentage point increase/decrease in the average claim rate reserve factor would change the reserve amount by approximately +/- \$17 million.

See [Note 11 - "Loss Reserves"](#) to our consolidated financial statements for a discussion of our losses incurred and claims paying practices (including curtailments).

The length of time a loan is in the delinquent inventory (see [Note 11- "Loss Reserves,"](#) table 11.4) can differ from the number of payments that the borrower has not made or is considered delinquent. These differences typically result from a borrower making monthly payments that do not result in the loan becoming fully current. The number of payments that a borrower is delinquent is shown in the following table.

#### Delinquent inventory - number of payments delinquent

	June 30, 2019	December 31, 2018	June 30, 2018
3 payments or less	14,071	15,519	14,178
4-11 payments	8,194	8,842	11,429
12 payments or more (1)	7,530	8,537	10,430
Total	29,795	32,898	36,037
3 payments or less	47%	47%	39%
4-11 payments	27%	27%	32%
12 payments or more	26%	26%	29%
Total	100%	100%	100%

(1) Approximately 35%, 38%, and 41% of the primary delinquent inventory with 12 payments or more delinquent has at least 36 payments delinquent as of June 30, 2019, December 31, 2018, and June 30, 2018, respectively.

#### Net losses and LAE paid

Net losses and LAE paid in the three and six months ended June 30, 2019 declined 54% and 43%, respectively, compared to the same periods in the prior year due to lower claim activity on our primary business and NPL settlement activity in the prior year.

The following table presents our net losses and LAE paid for the three and six months ended June 30, 2019 and 2018.

#### Net losses and LAE paid

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2019	2018	2019	2018
Total primary (excluding settlements)	\$ 52	\$ 75	\$ 104	\$ 155
Claims paying practices and NPL settlements (1)	—	14	—	21
Pool	—	1	1	3
Direct losses paid	52	90	105	179
Reinsurance	(2)	(3)	(5)	(14)
Net losses paid	50	87	100	165
LAE	5	4	12	8
Net losses and LAE paid	\$ 55	\$ 91	\$ 112	\$ 173
Reinsurance terminations	(14)	(2)	(14)	(2)
Net losses and LAE paid	\$ 41	\$ 89	\$ 98	\$ 171

(1) See [Note 11 - "Loss Reserves"](#) for additional information on our settlements of disputes for claims paying practices and commutations of NPLs.

Primary claims paid for the top 15 jurisdictions (based on 2019 losses paid) and all other jurisdictions for the three months ended June 30, 2019 and 2018 appears in the following table.

#### Paid losses by jurisdiction

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2019	2018	2019	2018
Florida	\$ 7	\$ 9	\$ 15	\$ 15
New York	6	8	14	18
New Jersey	6	12	12	26
Illinois	4	6	7	11
Puerto Rico	2	2	6	3
Maryland	3	5	5	10
Pennsylvania	2	3	5	6
Ohio	1	2	3	4
Connecticut	1	2	3	4
California	2	4	2	6
Virginia	1	2	2	4
Texas	1	2	2	3
Massachusetts	1	2	2	4
Michigan	1	1	2	2
Georgia	1	1	2	3
All other jurisdictions	13	14	22	36
Total primary (excluding settlements)	\$ 52	\$ 75	\$ 104	\$ 155

The primary average claim paid for the top 5 states (based on 2019 losses paid) for the three months ended June 30, 2019 and 2018 appears in the following table.

#### Primary average claim paid

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Florida*	\$ 65,399	\$ 61,281	\$ 66,667	\$ 58,893
New York*	108,858	96,747	108,975	97,145
New Jersey*	90,028	90,885	79,986	92,096
Illinois*	45,430	47,734	39,917	44,412
Puerto Rico*	38,883	51,337	43,174	47,406
All other jurisdictions	35,896	39,284	34,169	40,471
All jurisdictions	46,883	50,175	45,358	50,632

Note: Asterisk denotes jurisdictions in the table above that predominately use a judicial foreclosure process, which generally increases the amount of time it takes for a foreclosure to be completed.

The primary average claim paid can vary materially from period to period based upon a variety of factors, including the local market conditions, average loan amount, average coverage percentage, the amount of time between delinquency and claim filing, and our loss mitigation efforts on loans for which claims are paid.

The primary average RIF on delinquent loans at June 30, 2019, December 31, 2018 and June 30, 2018 and for the top 5 jurisdictions (based on 2019 losses paid) appears in the following table.

**Primary average RIF - delinquent loans**

	June 30, 2019	December 31, 2018	June 30, 2018
Florida	\$ 53,333	\$ 53,371	\$ 55,039
New York	72,057	71,795	71,933
New Jersey	66,284	65,521	66,465
Illinois	40,339	39,753	40,505
Puerto Rico	34,704	35,420	36,569
All other jurisdictions	41,798	41,331	41,508
All jurisdictions	44,915	44,584	45,302

The primary average RIF on all loans was \$51,791, \$51,085, and \$50,075 at June 30, 2019, December 31, 2018, and June 30, 2018, respectively.

**Loss reserves**

Our primary delinquency rate at June 30, 2019 was 2.80% (YE 2018: 3.11%, June 30, 2018: 3.49%). Our primary delinquent inventory was 29,795 loans at June 30, 2019, representing a decrease of 9% from December 31, 2018 and 17% from June 30, 2018. The reduction in our primary delinquent inventory is the result of the total number of delinquent loans: (1) that have cured; (2) for which claim payments have been made; or (3) that have resulted in rescission, claim denial, or removal from inventory due to settlements of claims paying disputes or commutations of coverage of pools of NPLs, collectively, exceeding the total number of new delinquencies on insured loans. In recent periods, we have experienced improved cure rates and the number of delinquencies in inventory with twelve or more missed payments has been declining. Generally, a defaulted loan with fewer missed payments is less likely to result in a claim.

The gross reserves at June 30, 2019, December 31, 2018, and June 30, 2018 appear in the table below.

**Gross reserves**

	June 30, 2019	December 31, 2018	June 30, 2018
<b>Primary:</b>			
Direct loss reserves (in millions)	\$ 537	\$ 610	\$ 746
IBNR and LAE	73	50	53
<b>Total primary loss reserves</b>	<b>\$ 610</b>	<b>\$ 660</b>	<b>\$ 799</b>
Ending delinquent inventory	29,795	32,898	36,037
Percentage of loans delinquent (delinquency rate)	2.80%	3.11%	3.49%
Average total primary loss reserves per delinquency	\$ 19,684	\$ 20,077	\$ 22,178
Primary claims received inventory included in ending delinquent inventory	630	809	827
<b>Pool (1):</b>			
Direct loss reserves (in millions):			
With aggregate loss limits	\$ 9	\$ 10	\$ 9
Without aggregate loss limits	2	3	4
<b>Total pool direct loss reserves</b>	<b>\$ 11</b>	<b>\$ 13</b>	<b>\$ 13</b>
Ending default inventory:			
With aggregate loss limits	432	595	779
Without aggregate loss limits	209	264	288
Total pool ending delinquent inventory	641	859	1,067
Pool claims received inventory included in ending delinquent inventory	19	24	49
<b>Other gross reserves (in millions)</b>	<b>\$ 1</b>	<b>\$ 1</b>	<b>\$ 1</b>

(1) Since a number of our pool policies include aggregate loss limits and/or deductibles, we do not disclose an average direct reserve per delinquency for our pool business.

#### Hurricane activity

**2017 hurricanes.** Hurricane activity primarily impacting Texas, Florida, and Puerto Rico in the third quarter of 2017 increased the number of new notices of delinquency reported to us in the fourth quarter of 2017. Consistent with our analysis and past experience, the majority of the delinquent notices in the hurricane affected areas that we estimated to be caused by the hurricanes have cured and did not result in a material increase in our incurred losses or losses paid. Paid losses on all loans in those jurisdictions were impacted in part because foreclosure moratoriums in the Texas and Florida IADAs through December 31, 2017 and Puerto Rico through May 31, 2018, impacted all delinquent loans in those areas, including those not affected by hurricanes. For those notices we estimated to be caused by the hurricanes, we established our loss reserves with a lower estimated claim rate than the claim rate we applied to other notices in our delinquent inventory. When excluding the impact of those notices we estimated to be caused by the hurricanes, the average total primary loss reserves per delinquency was approximately \$24,000 at June 30, 2018.

See our risk factors titled *“Our financial results may be adversely impacted by natural disasters; certain hurricanes may impact our incurred losses, the amount and timing of paid claims, our inventory of notices of default and our Minimum Required Assets under PMIERS.”* and *“Downturns in the domestic economy or declines in the value of borrowers’ homes from their value at the time their loans closed may result in more homeowners defaulting and our losses increasing, with a corresponding decrease in our returns”* for factors that could cause our actual results to differ from our expectations expressed in this paragraph.

The primary delinquent inventory for the top 15 jurisdictions (based on 2019 losses paid) at June 30, 2019, December 31, 2018 and June 30, 2018 appears in the following table.

**Primary delinquent inventory by jurisdiction**

	June 30, 2019	December 31, 2018	June 30, 2018
Florida*	2,497	2,853	4,101
New York*	1,692	1,855	2,034
New Jersey*	986	1,151	1,318
Illinois*	1,610	1,781	1,797
Puerto Rico*	1,257	1,503	2,377
Maryland	785	842	876
Pennsylvania*	1,769	1,929	2,049
Ohio*	1,449	1,627	1,648
Connecticut*	468	480	505
California	1,178	1,260	1,236
Virginia	586	588	627
Texas	2,136	2,369	2,682
Massachusetts	525	596	629
Michigan	932	1,041	1,032
Georgia	1,112	1,220	1,252
All other jurisdictions	10,813	11,803	11,874
Total	29,795	32,898	36,037

Note: Asterisk denotes jurisdictions in the table above that predominately use a judicial foreclosure process, which generally increases the amount of time it takes for a foreclosure to be completed.

The primary delinquent inventory by policy year at June 30, 2019, December 31, 2018 and June 30, 2018 appears in the following table.

**Primary delinquent inventory by policy year**

	June 30, 2019	December 31, 2018	June 30, 2018
<b>Policy year:</b>			
2004 and prior	5,451	6,061	6,949
2004 and prior %	18%	18%	19%
2005	3,029	3,340	3,893
2006	4,780	5,299	5,987
2007	7,429	8,702	9,837
2008	1,934	2,369	2,688
2005 - 2008 %	58%	60%	62%
2009	154	172	204
2010	115	121	151
2011	156	159	193
2012	245	312	386
2013	502	592	689
2014	1,021	1,264	1,272
2015	1,292	1,418	1,447
2016	1,393	1,459	1,449
2017	1,476	1,282	860
2018	772	348	32
2019	46	—	—
2009 and later %	24%	22%	19%
Total	29,795	32,898	36,037

The delinquent inventory as of June 30, 2018 included delinquencies from hurricane impacted areas, of which a majority had cured as of December 31, 2018.

The losses we have incurred on our 2005 through 2008 books have exceeded our premiums from those books. Although uncertainty remains with respect to the ultimate losses we may experience on those books, as we continue to write new insurance, those books have become a smaller percentage of our total mortgage insurance portfolio. Our 2005 through 2008 books represented approximately 13% and 15% of our total primary RIF at June 30, 2019 and December 31, 2018, respectively. Approximately 40% and 39% of the remaining primary RIF on our 2005 through 2008 books of business benefited from HARP as of June 30, 2019 and December 31, 2018, respectively.

On our primary business, the highest claim frequency years have typically been the third and fourth year after loan origination. However, the pattern of claim frequency can be affected by many factors, including persistency and deteriorating economic conditions. Deteriorating economic conditions can result in increasing claims following a period of declining claims. As of June 30, 2019, 49% of our primary RIF was written subsequent to December 31, 2016, 64% of our primary RIF was written subsequent to December 31, 2015, and 74% of our primary RIF was written subsequent to December 31, 2014.

**Underwriting and other expenses, net**

Underwriting and other expenses includes items such as employee compensation costs, fees for professional services, depreciation and maintenance expense, and premium taxes, and are reported net of ceding commissions.

Underwriting and other expenses, net for the three and six months ended June 30, 2019 were \$43.0 million and \$88.9 million, respectively, increases from \$41.8 million and \$87.9 million in the respective prior year periods primarily due to increases in benefits expenses.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Underwriting expense ratio	17.6%	16.4%	18.3%	17.9%

The underwriting expense ratio is the ratio, expressed as a percentage, of the underwriting and operating expenses, net and amortization of DAC of our combined insurance operations (which excludes underwriting and operating expenses of our non-insurance subsidiaries) to NPW. The underwriting expense ratio in the three and six months ended June 30, 2019 increased compared to the respective prior year periods. The increases in the ratio for the three and six months ended June 30, 2019 were primarily due to decreases in NPW when compared to the same periods in the prior year.

**Provision for income taxes and effective tax rate**

**Income tax provision and effective tax rate**

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions, except rate)	2019	2018	2019	2018
Income before tax	\$ 211.2	\$ 237.5	\$ 402.1	\$ 417.5
Provision for income taxes	\$ 43.4	\$ 50.7	\$ 82.4	\$ 87.1
Effective tax rate	20.5%	21.3%	20.5%	20.9%

## Balance Sheet Review

### Total assets, liabilities, and shareholders' equity

As of June 30, 2019, total assets were \$6.1 billion, an increase of \$378 million, and total liabilities were \$2.0 billion, down \$76 million, each when compared to December 31, 2018. Shareholders' equity increased approximately \$454 million primarily due to net income in the first six months of 2019 and an increase in the fair value of our investment portfolio, offset in part by repurchases of our common stock.

The following sections mainly focus on our cash and cash equivalents, investments, deferred income taxes, net, and loss reserves as these reflect the major developments in our assets and liabilities since December 31, 2018.

#### Consolidated balance sheets - Assets

as of June 30, 2019 (In thousands)



• Cash and cash equivalents	\$	225,183
• Investments		5,512,037
• Premiums receivable		57,492
• Deferred income taxes, net		20,932
• Other assets		239,893

**Cash and cash equivalents (including restricted)** - Our cash and cash equivalents balance increased to \$225 million as of June 30, 2019, from \$155 million as of December 31, 2018, as net cash generated from operating activities was only partly offset by net cash used in investing and financing activities.

**Deferred income taxes, net** - The decrease in our deferred income taxes, net, to \$21 million as of June 30, 2019, from \$69 million as of December 31, 2018, was primarily due to the tax effect of unrealized gains generated by the investment portfolio during the first six months of 2019.

#### Consolidated balance sheets - Liabilities and equity

as of June 30, 2019 (In thousands)



• Loss reserves	\$	621,902
• Unearned premiums		400,999
• Long-term debt		832,162
• Other liabilities		164,809
• Shareholders' equity		4,035,665

**Loss reserves** - Our loss reserves include: (1) reserves representing estimates of losses and settlement expenses on reported delinquencies and (2) IBNR. Our gross reserves are reduced by reinsurance recoverable on our estimated losses and settlement expenses to calculate a net reserve balance. The net reserve balance decreased by 6% to \$604 million as of June 30, 2019, from \$641 million as of December 31, 2018. Reinsurance recoverables on our estimated losses and settlement expenses were \$18 million and \$33 million as of June 30, 2019 and December 31, 2018, respectively. The overall decrease in our loss reserves during the first six months of 2019 was due to a higher level of losses paid relative to losses incurred.

### Investment portfolio

The average duration and investment yield of our investment portfolio as of June 30, 2019, December 31, 2018, and June 30, 2018 are shown in the table below.

#### Portfolio duration and embedded investment yield

	June 30, 2019	December 31, 2018	June 30, 2018
Duration (in years)	4.0	4.1	4.2
Pre-tax yield (1)	3.2%	3.1%	2.9%
After-tax yield (1)	2.6%	2.6%	2.4%

(1) Embedded investment yield is calculated on a yield-to-worst basis.

The security ratings of our fixed income investments as of June 30, 2019, December 31, 2018, and June 30, 2018 are shown in the following table.

#### Fixed income security ratings

Period	Security Ratings (1)			
	AAA	AA	A	BBB
June 30, 2019	21%	22%	33%	24%
December 31, 2018	19%	23%	33%	25%
June 30, 2018	21%	24%	35%	20%

(1) Ratings are provided by one or more of: Moody's, Standard & Poor's and Fitch Ratings. If three ratings are available, the middle rating is utilized; otherwise the lowest rating is utilized.

#### Off-Balance Sheet Arrangements

Home Re 2018-1 Ltd. and Home Re 2019-1 Ltd. are special purpose variable interest entities that are not consolidated in our consolidated financial statements because we do not have the unilateral power to direct those activities that are significant to their economic performance. See [Note 4 - "Reinsurance,"](#) to our consolidated financial statements for additional information.

## Liquidity and Capital Resources

### Consolidated Cash Flow Analysis

We have three primary types of cash flows: (1) operating cash flows, which consist mainly of cash generated by our insurance operations and income earned on our investment portfolio, less amounts paid for claims, interest expense and operating expenses, (2) investing cash flows related to the purchase, sale and maturity of investments and purchases of property and equipment and (3) financing cash flows generally from activities that impact our capital structure, such as changes in debt and shares outstanding. The following table summarizes our consolidated cash flows from operating, investing and financing activities:

#### Summary of consolidated cash flows

(In thousands)	Six Months Ended June 30,	
	2019	2018
Total cash provided by (used in):		
Operating activities	\$ 281,611	\$ 262,593
Investing activities	(169,233)	(62,418)
Financing activities	(42,233)	(108,132)
Increase in cash and cash equivalents and restricted cash and cash equivalents	\$ 70,145	\$ 92,043

Net cash provided by operating activities for the six months ended June 30, 2019 increased compared to the same period of 2018 primarily due to a lower level of losses paid, net and an increase in net premiums written, offset in part by an increase in tax payments.

Net cash used in investing activities for the six months ended June 30, 2019 reflects purchases of fixed income securities in an amount that exceeded our proceeds from sales and maturities of fixed income securities during the period as cash from operations was available for additional investment.

Net cash used in investing activities for the six months ended June 30, 2018 reflects purchases of fixed income securities in an amount that exceeded our proceeds from the sales and maturities of fixed income securities during the period as cash from operations was available for additional investment, as well as, amounts spent on property and equipment.

Net cash used in financing activities for the six months ended June 30, 2019 reflects the cash settlement of share repurchase transactions executed at the end of the fourth quarter of 2018, share repurchases during the period, and payment of withholding taxes related to share-based compensation net share settlement.

Net cash used in financing activities for the six months ended June 30, 2018 reflects share repurchases and the payment of withholding taxes related to share-based compensation net share settlement.

### Capitalization

#### Debt - holding company

As of June 30, 2019, our holding company's debt obligations were \$814.5 million in aggregate principal consisting of our

5.75% Notes and 9% Debentures. MGIC's ownership of \$132.7 million of our holding company's 9% Debentures is eliminated in consolidation, but they remain outstanding obligations owed by our holding company to MGIC.

#### Liquidity analysis - holding company

As of June 30, 2019, we had approximately \$333 million in cash and investments at our holding company. These resources are maintained primarily to service our debt interest expense, pay debt maturities, repurchase shares, pay dividends to shareholders, and to settle intercompany obligations. While these assets are held, we generate investment income that serves to offset a portion of our interest expense. Investment income and the payment of dividends from our insurance subsidiaries are the principal sources of holding company cash inflow. MGIC is the principal source of dividends, and their payment is restricted by insurance regulation. See [Note 14 - "Statutory Information"](#) to our consolidated financial statement for additional information about MGIC's dividend restrictions. The payment of dividends from MGIC is also influenced by our view of the appropriate level of PMIERs Available Assets to maintain an excess over Minimum Required Assets. Other sources of holding company liquidity include raising capital in the public markets. The ability to raise capital in the public markets is subject to prevailing market conditions, investor demand for the securities to be issued, and our deemed creditworthiness.

In the second quarter of 2019 we used \$25 million of holding company cash to repurchase shares and may use additional holding company cash to repurchase additional shares or to repurchase our outstanding debt obligations. Such repurchases may be material, may be made for cash (funded by debt) and/or exchanges for other securities, and may be made in open market purchases, privately negotiated acquisitions or other transactions. See ["Overview - Capital"](#) of this MD&A for a discussion of the additional share repurchase program authorized in March 2019.

In the first six months of 2019, our holding company cash and investments increased by \$85 million, to \$333 million as of June 30, 2019.

#### Cash inflows during the first six months:

- \$140 million of dividends received from MGIC,
- \$8 million of investment income, and
- \$4 million of other inflows.

#### Cash outflows during the first six months:

- \$30 million of interest payments on our 5.75% Notes and 9% Debentures,
- \$25 million of share repurchase transactions,
- \$12 million for share repurchase transactions in 2018 that settled in the first quarter of 2019.

We expect MGIC to continue to pay quarterly dividends of at least the \$70 million amount paid in each of the first and second quarters of 2019, subject to approval by MGIC's board of directors and non-disapproval by the OCI.

The net unrealized gains on our holding company investment portfolio were approximately \$2.3 million at June 30, 2019 and the portfolio had a modified duration of approximately 1.8 years.

Subject to certain limitations and restrictions, holders of each of the 9% Debentures may convert their notes into shares of our common stock at their option prior to certain dates under the terms of their issuance, in which case our corresponding obligation will be eliminated.

See Note 7 – “Debt” to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2018 for additional information about the conversion terms of our 9% Debentures and the terms of our indebtedness, including our option to defer interest on our 9% Debentures. The description in Note 7 - “Debt” to our consolidated financial statements in our Annual Report on Form 10-K is qualified in its entirety by the terms of the notes and debentures.

Although not anticipated in the near term, we may also contribute funds to our insurance operations to comply with the PMIERS or the State Capital Requirements. See “[Overview - Capital](#)” above for a discussion of these requirements. See discussion of our non-insurance contract underwriting services in [Note 5 – “Litigation and Contingencies”](#) to our consolidated financial statements for other possible uses of holding company resources.

#### Debt at subsidiaries

MGIC is a member of the FHLB, which provides MGIC access to an additional source of liquidity via a secured lending facility. MGIC has \$155.0 million of debt outstanding in the form of a fixed rate advance from the FHLB. Interest on the Advance is payable monthly at an annual rate, fixed for the term of the Advance, of 1.91%. The principal of the Advance matures on February 10, 2023. MGIC may prepay the Advance at any time. Such prepayment would be below par if interest rates have risen after the Advance was originated, or above par if interest rates have declined. The Advance is secured by eligible collateral whose fair value is maintained at a minimum of 102% of the outstanding principal balance. MGIC provided eligible collateral from its investment portfolio.

#### Capital Adequacy

##### PMIERS

As of June 30, 2019, MGIC’s Available Assets under PMIERS totaled approximately \$4.4 billion, an excess of approximately \$1.1 billion over its Minimum Required Assets; and MGIC is in compliance with the requirements of the PMIERS and eligible to insure loans delivered to or purchased by the GSEs. Maintaining a sufficient level of Available Assets will allow MGIC to remain in compliance with the PMIERS financial requirements, including, we believe, to the extent they are revised. Our reinsurance transactions provided an aggregate of approximately \$1.3 billion of PMIERS capital credit as of June 30, 2019. Refer to [Note 4 - “Reinsurance”](#) to our consolidated financial statements for additional information on our QSR and Home Re Transactions.

We plan to continuously comply with the PMIERS through our operational activities or through the contribution of funds from our holding company, subject to demands on the holding company’s resources, as outlined above. Refer to “[Overview - Capital - GSEs](#)” of this MD&A for further discussion of PMIERS.

#### Risk-to-capital

We compute our risk-to-capital ratio on a separate company statutory basis, as well as on a combined insurance operation basis. The risk-to-capital ratio is our net RIF divided by our policyholders’ position. Our net RIF includes both primary and pool risk in force, and excludes risk on policies that are currently in default and for which loss reserves have been established, and those covered by reinsurance. The risk amount includes pools of loans with contractual aggregate loss limits and without these limits. Policyholders’ position consists primarily of statutory policyholders’ surplus (which increases as a result of statutory net income and decreases as a result of statutory net loss and dividends paid), plus the statutory contingency reserve, and a portion of the reserves for unearned premiums. The statutory contingency reserve is reported as a liability on the statutory balance sheet. A mortgage insurance company is required to make annual additions to the contingency reserve of approximately 50% of net earned premiums. These contributions must generally be maintained for a period of ten years. However, with regulatory approval a mortgage insurance company may make early withdrawals from the contingency reserve when incurred losses exceed 35% of net earned premiums in a calendar year.

MGIC’s separate company risk-to-capital calculation is shown in the table below.

##### Risk-to-capital - MGIC separate company

<i>(In millions, except ratio)</i>	June 30, 2019	December 31, 2018
RIF - net (1)	\$ 43,391	\$ 34,502
Statutory policyholders’ surplus	1,633	1,682
Statutory contingency reserve	2,670	2,138
Statutory policyholders’ position	\$ 4,303	\$ 3,820
Risk-to-capital	10.1:1	9.0:1

(1) RIF – net, as shown in the table above is net of reinsurance and exposure on policies currently delinquent for which loss reserves have been established.

Our combined insurance companies’ risk-to-capital calculation is shown in the table below.

##### Risk-to-capital - Combined insurance companies

<i>(In millions, except ratio)</i>	June 30, 2019	December 31, 2018
RIF - net (1)	\$ 43,488	\$ 40,239
Statutory policyholders’ surplus	1,634	1,683
Statutory contingency reserve	2,729	2,443
Statutory policyholders’ position	\$ 4,363	\$ 4,126
Risk-to-capital	10.0:1	9.8:1

(1) RIF – net, as shown in the table above, is net of reinsurance and exposure on policies currently delinquent (\$2.1 billion at June 30, 2019 and \$1.6 billion at December 31, 2018) for which loss reserves have been established.

The increases in MGIC's and our combined insurance companies' risk-to-capital in the first six months of 2019 were due to an increase in our RIF, net of reinsurance, partially offset by an increase in statutory policyholders' position due to an increase in statutory contingency reserves. Our RIF, net of reinsurance, increased in the first six months of 2019, due to an increase in our IIF and a reduction in our ceded RIF under our 2015 QSR Transaction. MGIC's risk-to-capital ratio also increased due to the commutation of an affiliate reinsurance agreement. Our risk-to-capital ratio will increase if the percentage increase in net insured risk exceeds the percentage increase in capital.

For additional information regarding regulatory capital see [Note 14 – "Statutory Information"](#) to our consolidated financial statements as well as our risk factor titled "State Capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis."

## Financial Strength Ratings

### MGIC financial strength ratings

Rating Agency	Rating	Outlook
Moody's Investor Services	Baa2	Stable
Standard and Poor's Rating Services	BBB+	Stable
A.M. Best	A-	Stable

For further information about the importance of MGIC's ratings, see our risk factor titled "Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and / or increase our losses."

### MAC financial strength ratings

Rating Agency	Rating	Outlook
A.M. Best	A-	Stable

## Contractual Obligations

The following table summarizes, as of June 30, 2019, the approximate future payments under our contractual obligations and estimated claim payments on established loss reserves.

### Contractual obligations

(In millions)	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt obligations	\$ 1,975.4	\$ 51.1	\$ 101.1	\$ 664.7	\$ 1,158.5
Operating lease obligations	2.3	1.2	1.0	0.1	—
Purchase obligations	7.8	5.4	2.1	0.3	—
Other long-term liabilities	621.9	233.2	282.3	106.4	—
<b>Total</b>	<b>\$ 2,607.4</b>	<b>\$ 290.9</b>	<b>\$ 386.5</b>	<b>\$ 771.5</b>	<b>\$ 1,158.5</b>

Our long-term debt obligations as of June 30, 2019 include their related interest and are discussed in [Note 3 - "Debt"](#) to our consolidated financial statements and under ["Liquidity and Capital Resources"](#) above. Our operating lease obligations include operating leases on certain office space, data processing equipment and autos, as discussed in [Note 16 - "Leases"](#) to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2018. Purchase obligations consist primarily of agreements to purchase items related to our corporate headquarters update and continued investment in our information technology infrastructure in the normal course of business.

Our other long-term liabilities represent the loss reserves established to recognize the liability for losses and LAE related to existing delinquencies on insured mortgage loans. The timing of the future claim payments associated with the established loss reserves was determined primarily based on two key assumptions: the length of time it takes for a notice of delinquency to develop into a received claim and the length of time it takes for a received claim to be ultimately paid. The future claim payment periods are estimated based on historical experience, and could emerge differently than this estimate, in part, due to uncertainty regarding the impact of certain factors, such as loss mitigation protocols established by servicers and changes in some state foreclosure laws that may include, for example, a requirement for additional review and/or mediation process.

See [Note 11 - "Loss Reserves"](#) to our consolidated financial statements. In accordance with GAAP for the mortgage insurance industry, we establish loss reserves only for delinquent loans. Because our reserving method does not take account of the impact of future losses that could occur from loans that are not delinquent, our obligation for ultimate losses that we expect to occur under our policies in force at any period end is not reflected in our consolidated financial statements or in the table above.

## Forward Looking Statements and Risk Factors

**General:** Our business, results of operations, and financial condition could be affected by the risk factors referred to under "Location of Risk Factors" below. These risk factors are an integral part of Management's Discussion and Analysis.

These factors may also cause actual results to differ materially from the results contemplated by forward looking statements that we may make. Forward looking statements consist of statements which relate to matters other than historical fact. Among others, statements that include words such as we "believe," "anticipate" or "expect," or words of similar import, are forward looking statements. We are not undertaking any obligation to update any forward looking statements we may make even though these statements may be affected by events or circumstances occurring after the forward looking statements were made. Therefore no reader of this document should rely on these statements being current as of any time other than the time at which this document was filed with the Securities and Exchange Commission.

While we communicate with security analysts from time to time, it is against our policy to disclose to them any material non-public information or other confidential information. Accordingly, investors should not assume that we agree with any statement or report issued by any analyst irrespective of the content of the statement or report, and such reports are not our responsibility.

**Location of Risk Factors:** The risk factors are in Item 1 A of our Annual Report on Form 10-K for the year ended December 31, 2018, as supplemented by Part II, Item 1 A of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, and by Part II, Item 1A of this Quarterly Report on Form 10-Q. The risk factors in the 10-K, as supplemented by this 10-Q and through updating of various statistical and other information, are reproduced in Exhibit 99 to this Quarterly Report on Form 10-Q.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our investment portfolio is essentially a fixed income portfolio and is exposed to market risk. Important drivers of the market risk are credit spread risk and interest rate risk.

**Credit spread risk** is the risk that we will incur a loss due to adverse changes in credit spreads. Credit spread is the additional yield on fixed income securities above the risk-free rate (typically referenced as the yield on U.S. Treasury securities) that market participants require to compensate them for assuming credit, liquidity and/or prepayment risks.

We manage credit risk via our investment policy guidelines which primarily place our investments in investment grade securities and limit the amount of our credit exposure to any one issue, issuer and type of instrument. Guideline and investment portfolio detail is available in "Business – Section C, Investment Portfolio" in Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2018.

**Interest rate risk** is the risk that we will incur a loss due to adverse changes in interest rates relative to the characteristics of our interest bearing assets.

One of the measures used to quantify this exposure is modified duration. Modified duration measures the price sensitivity of the assets to the changes in spreads. At June 30, 2019, the modified duration of our fixed income investment portfolio was 4.0 years, which means that an instantaneous parallel shift in the yield curve of 100 basis points would result in a change of 4.0% in the fair value of our fixed income portfolio. For an upward shift in the yield curve, the fair value of our portfolio would decrease and for a downward shift in the yield curve, the fair value would increase. See [Note 7 – "Investments"](#) to our consolidated financial statements for additional disclosure surrounding our investment portfolio.

### Item 4. Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our principal executive officer and principal financial officer concluded that such controls and procedures were effective as of the end of such period. There was no change in our internal control over financial reporting that occurred during the second quarter of 2019 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

Certain legal proceedings arising in the ordinary course of business may be filed or pending against us from time to time. For information about such legal proceedings, you should review our risk factor titled "We are involved in legal proceedings and are subject to the risk of additional legal proceedings in the future" in Item 1A.

### Item 1 A. Risk Factors

With the exception of the changes described and set forth below, there have been no material changes in our risk factors from the risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, as supplemented by Part II, Item I A of our Quarterly Report on Form 10-Q for the Quarter ended March 31, 2019. The risk factors in the 10-K, as supplemented by that 10-Q and this 10-Q, and through updating of various statistical and other information, are reproduced in their entirety in Exhibit 99 to this Quarterly Report on Form 10-Q.

#### ***The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance.***

Alternatives to private mortgage insurance include:

- lenders using FHA, VA and other government mortgage insurance programs,
- investors using risk mitigation and credit risk transfer techniques other than private mortgage insurance,
- lenders and other investors holding mortgages in portfolio and self-insuring, and
- lenders originating mortgages using piggyback structures to avoid private mortgage insurance, such as a first mortgage with an 80% loan-to-value ratio and a second mortgage with a 10%, 15% or 20% loan-to-value ratio (referred to as 80-10-10, 80-15-5 or 80-20 loans, respectively) rather than a first mortgage with a 90%, 95% or 100% loan-to-value ratio that has private mortgage insurance.

In 2018, Freddie Mac and Fannie Mae initiated programs with loan level mortgage default coverage provided by various (re)insurers that are not mortgage insurers governed by PMIERS, and that are not selected by the lenders. These programs compete with traditional private mortgage insurance and, due to differences in policy terms, they may offer premium rates that are below prevalent single premium lender paid mortgage insurance ("LPMI") rates. We participate in these programs from time to time. See our risk factor titled "*Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses*" for a discussion of various business practices of the GSEs that may be changed, including through expansion or modification of these programs.

The GSEs (and other investors) have also used other forms of credit enhancement that did not involve traditional private mortgage insurance, such as engaging in credit-linked note transactions executed in the capital markets, or using other forms of debt issuances or securitizations that transfer credit risk directly to other investors, including competitors and an affiliate of MGIC; using other risk mitigation techniques in conjunction with reduced levels of private mortgage insurance coverage; or accepting credit risk without credit enhancement.

The FHA's share of the low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance was 31.1% in the first quarter of 2019, 30.5% in 2018 and 33.9% in 2017. In the past ten years, the FHA's share has been as low as 30.5% in 2018 and as high as 66.8% in 2009. Factors that influence the FHA's market share include relative rates and fees, underwriting guidelines and loan limits of the FHA, VA, private mortgage insurers and the GSEs; lenders' perceptions of legal risks under FHA versus GSE programs; flexibility for the FHA to establish new products as a result of federal legislation and programs; returns expected to be obtained by lenders for Ginnie Mae securitization of FHA-insured loans compared to those obtained from selling loans to the GSEs for securitization; and differences in policy terms, such as the ability of a borrower to cancel insurance coverage under certain circumstances. We cannot predict how the factors that affect the FHA's share of new insurance written will change in the future.

The VA's share of the low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance was 23.4% in the first quarter of 2019, 22.9% in 2018 and 24.7% in 2017. In the past ten years, the VA's share has been as low as 14.3% in 2009 and as high as 27.2% in 2016. We believe that the VA's market share has generally been elevated in recent years because of an increase in the number of borrowers that are eligible for the VA's program, which offers 100% loan-to-value ratio ("LTV") loans and charges a one-time funding fee that can be included in the loan amount, and because eligible borrowers have opted to use the VA program when refinancing their mortgages.

#### ***Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses.***

The GSEs' charters generally require credit enhancement for a low down payment mortgage loan (a loan with an amount that exceeds 80% of a home's value) in order for such loan to be eligible for purchase by the GSEs. Lenders generally have used private mortgage insurance to satisfy this credit enhancement requirement. (For information about GSE programs initiated in 2018 that provide loan level default coverage by various (re)insurers (which may include affiliates of private mortgage insurers), see our risk factor titled "*The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance.*") Because low down payment mortgages purchased by the GSEs have generally been insured with private mortgage insurance, the business practices of the GSEs greatly impact our business and include:

- private mortgage insurer eligibility requirements of the GSEs, the financial requirements of which are discussed in our risk factor titled *"We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility,"*
- the capital and collateral requirements for participants in the GSEs' alternative forms of credit enhancement discussed in our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance,"*
- the level of private mortgage insurance coverage, subject to the limitations of the GSEs' charters, when private mortgage insurance is used as the required credit enhancement on low down payment mortgages,
- the amount of loan level price adjustments and guaranty fees (which result in higher costs to borrowers) that the GSEs assess on loans that require private mortgage insurance,
- whether the GSEs select or influence the mortgage lender's selection of the mortgage insurer providing coverage,
- the underwriting standards that determine which loans are eligible for purchase by the GSEs, which can affect the quality of the risk insured by the mortgage insurer and the availability of mortgage loans,
- the terms on which mortgage insurance coverage can be canceled before reaching the cancellation thresholds established by law,
- the programs established by the GSEs intended to avoid or mitigate loss on insured mortgages and the circumstances in which mortgage servicers must implement such programs,
- the terms that the GSEs require to be included in mortgage insurance policies for loans that they purchase, including limitations on the rescission rights of mortgage insurers,
- the extent to which the GSEs intervene in mortgage insurers' claims paying practices, rescission practices or rescission settlement practices with lenders, and
- the maximum loan limits of the GSEs compared to those of the FHA and other investors.

The Federal Housing Finance Agency ("FHFA") has been the conservator of the GSEs since 2008 and has the authority to control and direct their operations. The increased role that the federal government has assumed in the residential housing finance system through the GSE conservatorship may increase the likelihood that the business practices of the GSEs change, including through administrative action, in ways that have a material adverse effect on us and that the charters of the GSEs are changed by new federal legislation. In the past, members of Congress have introduced several bills intended to change the

business practices of the GSEs and the FHA; however, no legislation has been enacted.

In March 2019, President Trump directed the U.S. Treasury Department to develop a plan, as soon as practicable, for administrative and legislative reforms for the housing finance system ("Treasury Housing Reform Plan"), with such reforms to reduce taxpayer risk, expand the private sector's role, modernize the government housing programs, and achieve sustainable homeownership. The directive outlines numerous goals and objectives, including but not limited to, the end of conservatorship of the GSEs, increased competition and participation of the private sector in the mortgage market including by authorizing the FHFA to approve additional guarantors of conventional mortgages in the secondary market, appropriate capital and liquidity requirements for the GSEs, and evaluation of the GSE Patch. The GSE Patch expands the definition of Qualified Mortgage ("QM") under the Truth in Lending Act (Regulation Z) to include mortgages eligible to be purchased by the GSEs, even if the mortgages do not meet the DTI ratio limit of 43% included in the standard QM definition.

The GSE Patch is scheduled to expire no later than January 2021. In July 2019, the CFPB released an Advanced Notice of Proposed Rulemaking on the QM definition. The director of the CFPB indicated that the CFPB would consider only a short-term extension of the GSE Patch. Approximately 30% and 24% of our NIW in the first and second quarters of 2019, respectively, was on loans with DTI ratios greater than 43%. However, it is possible that not all loans with DTI ratios greater than 43% will be affected by a sunset of the GSE Patch, in part because the standard QM definition may be liberalized under the new rules. In this regard, we note that the CFPB asked for comment about whether the definition of QM should retain a direct measure of a consumer's personal finances (for example, DTI ratio); whether the definition should include an alternative method for assessing financial capacity; whether, if the QM definition retains a DTI ratio limit, the limit should remain 43% or be increased or decreased; and whether loans with DTI ratios above a prescribed limit should be given QM status if certain compensating factors are present.

We may insure loans that do not qualify as QMs, however, we are unsure the extent to which lenders will make non-QM loans because they will not be entitled to the presumptions about compliance with the "ability to repay" rules that the law allows with respect to QM loans. We are also unsure the extent to which lenders will purchase private mortgage insurance for loans that cannot be sold to the GSEs.

The rule that includes the QM definition that applies to loans insured by the FHA was issued by the Department of Housing and Urban Development ("HUD") and that definition is less restrictive than the CFPB's definition in certain respects, including that (i) it has no DTI ratio limit, and (ii) it allows the lender certain presumptions about compliance with the "ability to repay" requirements on higher priced loans. It is possible that lenders will prefer FHA-insured loans to loans insured by private mortgage insurance as a result of the FHA's less restrictive QM definition.

In March 2019, the President also directed the Secretary of HUD to develop a plan that would recommend administrative and legislative reforms to the programs HUD oversees, including

those of the FHA and the Government National Mortgage Association. As a result of the matters referred to above, it is uncertain what role the GSEs, FHA and private capital, including private mortgage insurance, will play in the residential housing finance system in the future. The timing and impact on our business of any resulting changes is uncertain. Most meaningful changes would require Congressional action to implement and it is difficult to estimate when Congressional action would be final and how long any associated phase-in period may last.

***We are involved in legal proceedings and are subject to the risk of additional legal proceedings in the future.***

Before paying an insurance claim, we review the loan and servicing files to determine the appropriateness of the claim amount. When reviewing the files, we may determine that we have the right to rescind coverage on the loan. In our SEC reports, we refer to insurance rescissions and denials of claims collectively as “rescissions” and variations of that term. In addition, our insurance policies generally provide that we can reduce or deny a claim if the servicer did not comply with its obligations under our insurance policy. We call such reduction of claims “curtailments.” In recent quarters, an immaterial percentage of claims received in a quarter have been resolved by rescissions. In 2018 and the first half of 2019, curtailments reduced our average claim paid by approximately 5.8% and 4.7%, respectively.

Our loss reserving methodology incorporates our estimates of future rescissions, curtailments, and reversals of rescissions and curtailments. A variance between ultimate actual rescission, curtailment and reversal rates and our estimates, as a result of the outcome of litigation, settlements or other factors, could materially affect our losses.

When the insured disputes our right to rescind coverage or curtail claims, we generally engage in discussions in an attempt to settle the dispute. If we are unable to reach a settlement, the outcome of a dispute ultimately may be determined by legal proceedings.

Under ASC 450-20, until a liability associated with settlement discussions or legal proceedings becomes probable and can be reasonably estimated, we consider our claim payment or rescission resolved for financial reporting purposes and do not accrue an estimated loss. Where we have determined that a loss is probable and can be reasonably estimated, we have recorded our best estimate of our probable loss, including recording a probable loss of \$23.5 million in the first quarter of 2019. Until settlement negotiations or legal proceedings for which we have recorded a probable loss are concluded, it is reasonably possible that we will record an additional loss. In addition to matters for which we have recorded a probable loss, we are involved in other discussions and/or proceedings with insureds with respect to our claims paying practices. Although it is reasonably possible that when all of these matters are resolved we will not prevail in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. We estimate the maximum exposure associated with matters where a loss is reasonably possible to be approximately \$289 million more than the amount of probable loss we have recorded. This estimate of maximum exposure is based upon currently available information and is subject to significant judgment, numerous assumptions and

known and unknown uncertainties, and will include an amount for matters for which we have recorded a probable loss until such matters are concluded. We do not consider settlements concluded until any required GSE approval for such settlements is obtained. On August 2, 2019, we entered into an agreement to settle a claims paying practices dispute for which we previously had recognized a probable loss. There was no additional loss recognized as a result of entering into the agreement, as the settlement amount is in line with our original estimate of the probable loss. The agreement remains subject to GSE approval. The matters underlying the estimate of maximum exposure will change from time to time. This estimate of our maximum exposure does not include interest or consequential or exemplary damages.

Mortgage insurers, including MGIC, have been involved in litigation and regulatory actions related to alleged violations of the anti-referral fee provisions of the Real Estate Settlement Procedures Act, which is commonly known as RESPA, and the notice provisions of the Fair Credit Reporting Act, which is commonly known as FCRA. While these proceedings in the aggregate have not resulted in material liability for MGIC, there can be no assurance that the outcome of future proceedings, if any, under these laws would not have a material adverse effect on us. In addition, various regulators, including the CFPB, state insurance commissioners and state attorneys general may bring other actions seeking various forms of relief in connection with alleged violations of RESPA. The insurance law provisions of many states prohibit paying for the referral of insurance business and provide various mechanisms to enforce this prohibition. While we believe our practices are in conformity with applicable laws and regulations, it is not possible to predict the eventual scope, duration or outcome of any such reviews or investigations nor is it possible to predict their effect on us or the mortgage insurance industry.

In addition to the matters described above, we are involved in other legal proceedings in the ordinary course of business. In our opinion, based on the facts known at this time, the ultimate resolution of these ordinary course legal proceedings will not have a material adverse effect on our financial position or results of operations.

***The mix of business we write affects our Minimum Required Assets under the PMIERS, our premium yields and the likelihood of losses occurring.***

The Minimum Required Assets under the PMIERS are, in part, a function of the direct risk-in-force and the risk profile of the loans we insure, considering loan-to-value ratio, credit score, vintage, Home Affordable Refinance Program (“HARP”) status and delinquency status; and whether the loans were insured under lender-paid mortgage insurance policies or other policies that are not subject to automatic termination consistent with the Homeowners Protection Act requirements for borrower paid mortgage insurance. Therefore, if our direct risk-in-force increases through increases in new insurance written, or if our mix of business changes to include loans with higher loan-to-value ratios or lower FICO scores, for example, or if we insure a higher percentage of loans under lender-paid mortgage insurance policies, all other things equal, we will be required to hold more Available Assets in order to maintain GSE eligibility.

The minimum capital required by the risk-based capital framework contained in the exposure draft released by the NAIC in May 2016 would be, in part, a function of certain loan and economic factors, including property location, loan-to-value ratio and credit score; general underwriting quality in the market at the time of loan origination; the age of the loan; and the premium rate we charge. Depending on the provisions of the capital requirements when they are released in final form and become effective, our mix of business may affect the minimum capital we are required to hold under the new framework.

The percentage of our NIW from all single-premium policies (LPMI and BPMI, combined) has ranged from approximately 10% in 2013 to 19% in 2017 and was 17% in 2018 and 16% in the first half of 2019. Depending on the actual life of a single premium policy and its premium rate relative to that of a monthly premium policy, a single premium policy may generate more or less premium than a monthly premium policy over its life.

We have in place quota share reinsurance ("QSR") transactions with unaffiliated reinsurers that cover most of our insurance written from 2013 through 2019, and a portion of our insurance written prior to 2013. Although the transactions reduce our premiums, they have a lesser impact on our overall results, as losses ceded under the transactions reduce our losses incurred and the ceding commissions we receive reduce our underwriting expenses. The effect of the QSR transactions on the various components of pre-tax income will vary from period to period, depending on the level of ceded losses.

In 2018 and 2019, MGIC entered into reinsurance agreements that provide excess-of-loss reinsurance coverage for a portion of the risk associated with certain mortgage insurance policies having an insurance coverage in force date on or after July 1, 2016 and before April 1, 2019. The transactions were entered into with special purpose insurers that issued notes linked to the reinsurance coverage ("Insurance Linked Notes" or "ILNs"). We expect that we may enter into other ILN transactions if capital market conditions remain favorable.

In addition to the effect of reinsurance on our premiums, we expect a decline in our premium yield because an increasing percentage of our insurance in force is from recent book years whose premium rates have been trending lower.

Our ability to rescind insurance coverage became more limited for insurance we wrote beginning in mid-2012, which, as of June 30, 2019, represents approximately 84% of our flow, primary insurance in force. As a result of revised PMIERS requirements, we have revised our master policy and expect it to be effective for new insurance written beginning March 1, 2020, subject to state regulatory approvals. Our ability to rescind insurance coverage will become further limited for insurance we write under the new master policy, potentially resulting in higher losses than would be the case under our existing master policies.

From time to time, in response to market conditions, we change the types of loans that we insure and the requirements under which we insure them. We also change our underwriting guidelines, in part through aligning most of them with Fannie Mae and Freddie Mac for loans that receive and are processed in accordance with certain approval recommendations from a GSE automated underwriting system. We also make exceptions

to our underwriting requirements on a loan-by-loan basis and for certain customer programs. Our underwriting requirements are available on our website at <http://www.mgic.com/underwriting/index.html>.

Even when home prices are stable or rising, mortgages with certain characteristics have higher probabilities of claims. As of June 30, 2019, mortgages with these characteristics in our primary risk in force included mortgages with LTV ratios greater than 95% (15.4%), loans with borrowers having FICO scores below 620 (2.1%), mortgages with borrowers having FICO scores of 620-679 (9.9%), mortgages with limited underwriting, including limited borrower documentation (1.9%), and mortgages with borrowers having DTI ratios greater than 45% (or where no ratio is available) (14.6%), each attribute as determined at the time of loan origination. An individual loan may have more than one of these attributes.

Beginning in 2017, the percentage of NIW that we have written on mortgages with LTV ratios greater than 95% and mortgages with DTI ratios greater than 45% has increased. In 2018, we started considering DTI ratios when setting our premium rates, and we changed our methodology for calculating DTI ratios for pricing and eligibility purposes to exclude the impact of mortgage insurance premiums. As a result of this change, loan originators may have changed the information they provide to us. Although we have changed our operational procedures to account for this, we cannot be sure that the DTI ratio we report for each loan beginning in late 2018 includes the related mortgage insurance premiums in the calculation. In addition, we expect to insure certain loans that would not have previously met our guidelines and to offer premium rates for certain loans lower than would have been offered under our previous methodology.

The widespread use of loan level pricing systems by the private mortgage insurance industry (discussed in our risk factor titled "*Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and / or increase our losses*") will make it more difficult to compare our premium rates to those offered by our competitors. We may not be aware of industry rate changes until we observe that our mix of new insurance written has changed and our mix may fluctuate more as a result.

If state or federal regulations or statutes are changed in ways that ease mortgage lending standards and/or requirements, or if lenders seek ways to replace business in times of lower mortgage originations, it is possible that more mortgage loans could be originated with higher risk characteristics than are currently being originated, such as loans with lower FICO scores and higher DTIs. Lenders could pressure mortgage insurers to insure such loans, which are expected to experience higher claim rates. Although we attempt to incorporate these higher expected claim rates into our underwriting and pricing models, there can be no assurance that the premiums earned and the associated investment income will be adequate to compensate for actual losses even under our current underwriting requirements. We do, however, believe that our insurance written beginning in the second half of 2008 will generate underwriting profits.

***Our holding company debt obligations materially exceed our holding company cash and investments.***

At June 30, 2019, we had approximately \$333 million in cash and investments at our holding company and our holding company's debt obligations were \$815 million in aggregate principal amount, consisting of \$425 million of 5.75% Senior Notes due in 2023 ("5.75% Notes") and \$390 million of 9% Debentures (of which approximately \$133 million was purchased, and is held, by MGIC, and is eliminated on the consolidated balance sheet). Annual debt service on the 5.75% Notes and 9% Debentures outstanding as of June 30, 2019, is approximately \$60 million (of which approximately \$12 million will be paid to MGIC and will be eliminated on the consolidated statement of operations).

The 5.75% Senior Notes and 9% Debentures are obligations of our holding company, MGIC Investment Corporation, and not of its subsidiaries. The payment of dividends from our insurance subsidiaries which, other than investment income and raising capital in the public markets, is the principal source of our holding company cash inflow, is restricted by insurance regulation. MGIC is the principal source of dividends, and in the first half of 2019 and in 2018, it paid a total of \$140 million and \$220 million, respectively, in dividends to our holding company. We expect MGIC to continue to pay quarterly dividends of at least the \$70 million amount paid in the second quarter of 2019, subject to approval by its Board of Directors. We ask the OCI not to object before MGIC pays dividends.

In the second quarter of 2019 and in 2018, we repurchased approximately 1.8 million and 16.0 million shares of our common stock, respectively, using approximately \$25 million and \$175 million of holding company resources, respectively. Since the end of the second quarter, through August 5, 2019, we repurchased approximately 1.8 million shares for approximately \$23 million. We may repurchase up to an additional \$177 million of our common stock through the end of 2020 under a share repurchase program approved by our Board of Directors in the first quarter of 2019. Repurchases may be made from time to time on the open market or through privately negotiated transactions. The repurchase program may be suspended for periods or discontinued at any time. If any additional capital contributions to our subsidiaries were required, such contributions would decrease our holding company cash and investments. As described in our Current Report on Form 8-K filed on February 11, 2016, MGIC borrowed \$155 million from the Federal Home Loan Bank of Chicago. This is an obligation of MGIC and not of our holding company.

***The price of our common stock may fluctuate significantly, which may make it difficult for holders to resell common stock when they want or at a price they find attractive.***

The market price for our common stock may fluctuate significantly. In addition to the risk factors described herein, the following factors may have an adverse impact on the market price for our common stock: announcements by us or our competitors of acquisitions or strategic initiatives; our actual or anticipated quarterly and annual operating results; changes in expectations of future financial performance (including incurred losses on our insurance in force); changes in estimates of securities analysts or rating agencies; actual or anticipated

changes in our share repurchase program or dividends; changes in general conditions in the economy, the mortgage insurance industry or the financial markets; changes in operating performance or market valuation of companies in the mortgage insurance industry; the addition or departure of key personnel; changes in tax law; and adverse press or news announcements affecting us or the industry. In addition, ownership by certain types of investors may affect the market price and trading volume of our common stock. For example, ownership in our common stock by investors such as index funds and exchange-traded funds can affect the stock's price when those investors must purchase or sell our common stock because the investors have experienced significant cash inflows or outflows, the index to which our common stock belongs has been rebalanced, or our common stock is added to and/or removed from an index (due to changes in our market capitalization, for example).

## Item 2. Unregistered Sale of Equity Securities and Use of Proceeds

### Issuer Purchases of Equity Securities

The following table provides information about purchases of MGIC Investment Corporation common stock by us during the three months ended June 30, 2019.

#### Share repurchases

Period Beginning	Period Ending	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the programs <sup>(1)</sup>
April 1, 2019	April 30, 2019	—	\$ —	—	\$ 224,940,973
May 1, 2019	May 31, 2019	—	\$ —	—	\$ 224,940,973
June 1, 2019	June 30, 2019	1,808,739	\$ 13.79	1,808,739	\$ 200,000,000
		1,808,739	\$ 13.79	1,808,739	

(1) The share repurchase activity completed the \$200 million share repurchase program authorized by the Board of Directors on April 26, 2018. On March 19, 2019, our Board of Directors authorized an additional share repurchase program under which we may repurchase up to \$200 million of our common stock through the end of 2020. Repurchases may be made from time to time on the open market or through privately negotiated transactions. The repurchase program may be suspended for periods or discontinued at any time.

## Item 6. Exhibits

The accompanying Index to Exhibits is incorporated by reference in answer to this portion of this Item, and except as otherwise indicated in the next sentence, the Exhibits listed in such Index are filed as part of this Form 10-Q. Exhibit 32 is not filed as part of this Form 10-Q but accompanies this Form 10-Q.

### (Part II, Item 6)

#### Index to exhibits

Exhibit Number	Description of Exhibit
<a href="#">10.18</a>	Separation Agreement between Stephen Mackey and Mortgage Guaranty Insurance Corporation dated as of May 14, 2019 *, †
<a href="#">31.1</a>	Certification of CEO under Section 302 of Sarbanes-Oxley Act of 2002 †
<a href="#">31.2</a>	Certification of CFO under Section 302 of Sarbanes-Oxley Act of 2002 †
<a href="#">32</a>	Certification of CEO and CFO under Section 906 of Sarbanes-Oxley Act of 2002 (as indicated in Item 6 of Part II, this Exhibit is not being “filed”) ††
<a href="#">99</a>	Risk Factors included in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018, as supplemented by Part II, Item 1A of our Quarterly Report on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019, and through updating of various statistical and other information †
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
<a href="#">101.CAL</a>	Inline XBRL Taxonomy Extension Calculation Linkbase Document
<a href="#">101.DEF</a>	Inline XBRL Taxonomy Extension Definition Linkbase Document
<a href="#">101.LAB</a>	Inline XBRL Taxonomy Extension Label Linkbase Document
<a href="#">101.PRE</a>	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

\* Denotes a management contract or compensatory plan.

† Filed herewith.

†† Furnished herewith.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, on August 5, 2019.

### **MGIC INVESTMENT CORPORATION**

/s/ Nathaniel H. Colson

Nathaniel H. Colson  
Executive Vice President and  
Chief Financial Officer

/s/ Julie K. Sperber

Julie K. Sperber  
Vice President, Controller and Chief Accounting Officer

## SEPARATION AGREEMENT

I, the undersigned, have been employed by Mortgage Guaranty Insurance Corporation ("MGIC"), MGIC Investment Corporation, or a direct or indirect subsidiary of MGIC Investment Corporation (individually or collectively referred to as "MGIC"). My employment with MGIC ended on May 6, 2019 (the "Separation Date").

### RELEASE:

In exchange for MGIC's payment of severance pay to me, I hereby release MGIC and all of its affiliated companies, and all of their respective officers, directors, employees, and agents (collectively, the "Released Parties") from any and all claims which I may have against them, with the exception of any claims concerning pension, savings plan or profit sharing payments under the applicable plans of MGIC. Subject to these exceptions, I intend this release to be as broad as legally possible and to apply to the fullest extent permitted by law.

I specifically release all claims arising out of my employment by MGIC or the termination of my employment with MGIC, whether currently known or unknown, including, but not limited to: (1) all claims of employment discrimination or retaliation based on race, age, sex, religion, creed, marital status, color, national origin, ancestry, disability or medical condition, sexual orientation, arrest or conviction record, or other basis protected under local, state or federal law; (2) all claims of sexual or other harassment or hostile working environment; (3) all claims of wrongful discharge; (4) all claims alleging breach of any employment contract; and (5) all other claims that might be brought under any federal, state, or local law, including, but not limited to, the *qui tam* provisions of the False Claims Act, Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act, the Americans with Disabilities Act of 1990, the Wisconsin Fair Employment Act, or any similar laws of the United States, the State of Wisconsin, or any other state or municipality. I understand that this Paragraph also means that I am waiving any rights and benefits that I might have obtained in any litigation respecting such released claims, and I agree to give up any benefit which may be conferred in the future by any order or judgment issued in any proceeding that alleges a claim released by this Paragraph against any of the individuals/businesses covered by this Paragraph.

### PROTECTED RIGHTS:

I understand that nothing contained in this Agreement limits my right to file a charge or complaint with the Equal Employment Opportunity Commission, the Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state or local governmental agency or commission ("Government Agencies"). I further understand that this Agreement does not limit my right to communicate with any Government Agencies or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to MGIC. However, I understand that I am waiving my right to recover monetary damages or other individual relief from any one or more of the Released Parties in connection with any such charge, investigation or proceeding, but not my right to receive an award pursuant to any whistleblower provisions for information provided to any Government Agencies.

### SEVERANCE:

In exchange for my release of claims and in consideration of the covenants and agreements made by me hereunder, MGIC has agreed to pay me severance pay in the aggregate gross amount of \$744,809 (the "Cash Severance") which constitutes one year of annualized base salary (\$478,400) plus a 2019 pro-rated bonus amount of \$266,409 representing one third of the year estimated bonus amount. I understand that both of these gross amounts will be paid in 26 bi-weekly installments, with each installment being paid on a regularly scheduled MGIC payroll date. The first such installment will be paid on the first payroll date occurring at least 7 calendar days after MGIC's receipt of this signed separation agreement. I acknowledge that this severance pay is not a benefit to which I am otherwise entitled. I understand that MGIC will deduct from that gross amount all legally required payroll deductions (including but not limited to federal and state income tax and FICA withholdings), as well as other deductions that have been customarily taken from my MGIC paychecks. I also acknowledge that if I am in possession of certain MGIC property, including, without limitation, computer equipment, I understand that I am responsible for promptly returning all such equipment to MGIC, and, if I do not, MGIC may deduct the value of such equipment from my Cash Severance, to the fullest extent allowed by law, without limiting MGIC's rights to other remedies.

In further exchange for my release of claims and in consideration of the covenants and agreements made by me hereunder, the restricted stock unit award that is described on Exhibit A will remain outstanding following the Separation Date and shall continue to vest under the terms of Section 2 of the Terms (as defined on Exhibit A) as if my employment had not terminated (the "Equity Severance"). All other equity awards (or portions thereof) granted to me by MGIC Investment Corporation that were unvested immediately prior to the Separation Date will be forfeited as of the Separation Date.

Unless otherwise agreed in writing by me and MGIC, I understand and agree that I will not be entitled to any further salary, wages, commissions, bonuses, or other compensation beyond what has been earned of any kind from MGIC or to any further employment or re-employment by MGIC in the future. I agree that neither the Cash Severance nor Equity Severance under this Agreement shall be taken into account as compensation under any of MGIC's welfare, pension, profit sharing plan or similar

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programs that base benefits in whole or in part on compensation received from MGIC, and that I shall not accrue PTO, or other similar benefits during the period during which I shall receive the Cash Severance or Equity Severance. I also agree that MGIC makes no representations as to the employment and income tax consequences (including related penalties and interest) to me of the Cash Severance or Equity Severance, and I understand and agree that any future employment or income tax consequences (including related penalties and interest) that may arise to me will not provide a basis to set aside or in any way alter this Separation Agreement.

I acknowledge that the terms of Paragraph 15, Clawback, set forth in the Incorporated Terms dated as of January 23, 2017 to Restricted Stock Unit Agreement of same date by and between MGIC Investment Corporation and me, shall continue in full force and effect.

#### **COVENANTS AND AGREEMENTS:**

I agree to cooperate fully with MGIC and its counsel with respect to any matter (including litigation, investigation, government proceedings, and general claims) which relates to matters with which I was involved while employed by MGIC, subject to reimbursement of reasonable out-of-pocket travel costs and expenses. Such cooperation may include appearing from time to time at the offices of MGIC or MGIC's counsel, or telephonically, for conferences and interviews and providing testimony in depositions, court proceedings, and administrative hearings as necessary for MGIC to defend against claims, and in general providing MGIC and its counsel with the full benefit of my knowledge with respect to any such matter. I agree to render such cooperation in a timely fashion and at such times as may be mutually agreeable to the parties concerned, or as required by any court, administrative agency, regulation, statute, or legal process.

Except as provided in that section entitled "Protected Rights" hereof, I agree to refrain from participating in any activity or making any statements that are calculated to damage, or have the effect of damaging, the business or reputation of MGIC or any of its officers, directors, employees or agents; and I further agree to refrain from making knowingly false comments to any third parties regarding MGIC, or any of MGIC's affiliates, employees, officers, representatives, customers or regulators.

I acknowledge that MGIC's relationships with its employees constitute a valuable business asset and that my employment with MGIC resulted in me being provided with Confidential Business Information (as defined below) and goodwill relating to such relationships. Accordingly, I agree that for twelve (12) months following the Separation Date, I shall not, for the benefit of a competitor of MGIC, solicit officer, director or management-level employees from MGIC's Risk Department to end their employment with MGIC. I understand, acknowledge, and agree that such solicitation will disrupt, damage, impair, and interfere with MGIC's business and have a substantial negative impact on MGIC's ability to compete. This Paragraph shall not bar any employee of MGIC from applying for or accepting employment with any person or entity.

"Confidential Business Information" means any and all non-public information, ideas, and materials, other than a Trade Secret, in whatever form, tangible or intangible, related to MGIC's business that provides MGIC with a competitive business advantage by virtue of the information, idea, or material not being generally known to MGIC's competitors, MGIC's customers, and/or the general public, or regarding which MGIC owes a duty of confidentiality to another person or entity. For example, Confidential Business Information may include, but is not limited to, MGIC's information about its customers, business methods, pricing, models, strategy, procedures or finances. Confidential Business Information does not include any information, idea, or material (i) that is disclosed to me without confidential or proprietary restriction by a third party who rightfully possesses the information, idea, or material (likewise without confidential or proprietary restriction) prior to or independent of my employment, (ii) that is rightfully in my possession or part of my general knowledge prior to or independent of my employment, or (iii) that is or becomes publicly known or is legitimately in the public domain through lawful means and without breach of this Separation Agreement by me, or breach of a similar agreement by others. "Trade Secret" means a trade secret as that term is defined under the 2016 Defend Trade Secrets Act (DTSA) and/or any other applicable law.

I acknowledge and agree that MGIC's Confidential Business Information is a special and unique asset of MGIC and derives independent economic value, actual or potential, from not being generally known by the public or by other persons or entities who can obtain economic value from its disclosure. Therefore, except as described in that section entitled "Protected Rights" hereof, I shall for as long as, and wherever, the Confidential Business Information provides MGIC with a competitive business advantage by virtue of the information, idea, or material not being generally known to MGIC's competitors, MGIC's customers, and/or the general public: (i) maintain such Confidential Business Information in strict confidence; (ii) not divulge or disclose such Confidential Business Information to any third party (whether such party is a person, firm, corporation, or other entity or association) by any means, including, but not limited to, verbal, written, fax, email, or using social networking systems; and (iii) not use such Confidential Business Information for the benefit of a competitor and/or customer of MGIC; except I may disclose Confidential Business Information if required to be disclosed by law, court order, or similar compulsion, provided, however, that such disclosure shall be limited to the extent so required or compelled; and, provided further, that I shall give MGIC notice of such disclosure in writing and cooperate with MGIC in seeking suitable protection. All Confidential Business Information in my possession that is in written or other tangible form (together with all copies or duplicates thereof, including computer files) shall be returned to MGIC and shall not be retained by me or furnished to any third party, in any form. In addition, I shall not use or disclose any Trade Secret of MGIC so long as it remains a Trade Secret except as otherwise provided in this Separation Agreement. Nothing in this Separation Agreement shall limit MGIC's remedies with respect to my unauthorized use and/or disclosure of an MGIC Trade Secret.

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I understand and acknowledge that I am hereby being provided notice that under the 2016 Defend Trade Secrets Act (DTSA):

(i) No individual will be held criminally or civilly liable under federal or state trade secret law for the disclosure of a trade secret (as defined under the DTSA) that: (1) is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and made solely for the purpose of reporting or investigating a suspected violation of law; or (2) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal so that it is not made public; and

(ii) An individual who pursues a lawsuit for retaliation by an employer for reporting a suspected violation of the law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal, and does not disclose the trade secret, except as permitted by court order.

As of the Separation Date, I have returned all property belonging to MGIC. Such property includes, but is not limited to, keys, passwords, access cards, credit cards, any computer hardware or software, test results, customer information, pricing and cost information, financial data or information, any information, management materials, including all correspondence, manuals, letters, notes, notebooks, data report programs, plan proposals, and other confidential, proprietary and/or trade secret information, regardless of whether the information is in written, printed, electronic, or other form and regardless of whether it was written or compiled by me or other persons, as well as any and all other property that comprises property owned by MGIC. I agree that I will not retain any originals or copies of any MGIC property, whether prepared or created by me or otherwise coming into my possession or control in the course of my employment with MGIC.

I acknowledge and agree that the terms of Paragraph 15, Clawback, set forth in the Incorporated Terms dated as of January 23, 2017 to Restricted Stock Unit Agreement of same date by and between MGIC Investment Corporation and me, shall continue in full force and effect.

I agree to execute that certain "Resignation from Director and Officer Positions," attached hereto as Exhibit B, effective as of the Separation Date at the time this Separation Agreement is executed by me. I agree to further execute such other documentation as may otherwise be required, if any, to effect such resignations.

#### **BREACH:**

In the event of a breach by me of any of the provisions of this Separation Agreement, including without limitation the provisions set forth under the heading "Covenants and Agreements," in addition to all rights that MGIC may have at law or in equity, the obligation of MGIC to pay the Cash Severance and Equity Severance under this Separation Agreement will immediately cease and any Cash Severance and Equity Severance already received by me will be returned by me to MGIC within thirty (30) days of notice from MGIC to me.

#### **MISCELLANEOUS:**

The benefits provided under this Separation Agreement are intended to be exempt from, or comply with, the requirements of Section 409A of the Internal Revenue Code ("Section 409A") and to the extent possible shall be interpreted in a manner consistent with the Section 409A requirements. In particular, the payments to be made during the initial six-month period following my separation from service are intended to be exempt from Internal Revenue Code Section 409A under the special rule for separation pay due to an involuntary separation from service under Section 1.409A-1(b)(9)(iii) of the Income Tax Regulations. Any payments made after the initial six-month period following my separation from service are intended to be either exempt from Section 409A under Section 1.409A-1(b)(9)(iii) of the Income Tax Regulations, to the extent that the total payments do not exceed the limitation therein described, exempt under another applicable exemption, or to be paid pursuant to an objectively defined payment schedule that is compliant with Section 409A. MGIC may modify the payment schedule provided herein if and to the extent that MGIC reasonably determines that modification of the payment schedule is necessary to comply with Section 409A requirements.

This Separation Agreement may not be modified or amended except by a written instrument executed by both MGIC and me.

In the event any provision of this Separation Agreement is adjudicated to be unenforceable in whole or in part, both MGIC and I intend for such provision to be modified to the extent necessary to render it enforceable, or alternatively, excised from the Separation Agreement without affecting the validity of the remaining provisions of the Separation Agreement.

By entering into this Separation Agreement, MGIC makes no admission that it has engaged, or is now engaging, in any unlawful conduct. This Separation Agreement is not an admission of wrongdoing or liability by either MGIC or me shall not be used or construed as such in any legal or administrative proceeding.

This Separation Agreement may be pled as a full and complete defense to, and may be used as a basis for an injunction against, any action, suit or other proceeding that may be prosecuted, instituted or attempted by me in breach hereof.

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This Separation Agreement shall be subject to and construed in accordance with the laws of the State of Wisconsin. Venue shall be in Milwaukee County for any disputes arising out of the interpretation or enforcement of this Separation Agreement.

This Separation Agreement is binding on and inures to the benefit of MGIC, its successors and assigns, and is binding on and inures to the benefit of me and my heirs and assigns.

This Separation Agreement may be executed in counterparts. Signatures transmitted electronically are as effective as original signatures.

**TIMING OF EFFECTIVENESS:**

Prior to my signing this Separation Agreement, I was, and hereby am, fully advised to consult with an attorney to discuss all aspects of this Separation Agreement and I was given a period of at least twenty-one (21) days to consider this Separation Agreement. To the extent I have executed this Separation Agreement before the execution of that period; I have done so knowingly and voluntarily. I understand that this Separation Agreement will not become effective or enforceable, and no severance payment will be made, for a period of seven (7) days after I sign it. I may revoke this Separation Agreement within such seven (7) day period by providing MGIC with written notice of revocation. I also understand and agree that neither this Separation Agreement nor the payment of Cash Severance or Equity Severance by MGIC is intended as an admission of any liability or wrong-doing by any of the MGIC companies or any of its officers, directors, employees, or agents.

**In order for this Separation Agreement to be binding upon MGIC, the undersigned must sign and return this Separation Agreement to MGIC within twenty-one (21) days after the undersigned's receipt of this Separation Agreement. The date of this Separation Agreement shall be the date that it is countersigned by MGIC.**

Undersigned's Name:

Acknowledged by, agreed to and accepted by MGIC:

/s/ Stephen C. Mackey

Stephen Mackey

By: /s/ Kurt J. Thomas

Kurt J. Thomas

Senior Vice President - Human Resources

Dated: May 14, 2019

Dated: May 6, 2019

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## **EXHIBIT A**

### **Restricted Stock Unit Awards**

105,600 restricted stock units granted under and subject to vesting conditions set forth in that certain Restricted Stock Unit Agreement and Incorporated Terms (the "Terms") dated as of January 23, 2017 by and between MGIC Investment Corporation and me.

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**EXHIBIT B**

**RESIGNATION FROM DIRECTOR AND OFFICER POSITIONS**

I hereby resign from my role as officer and/or director of Mortgage Guaranty Insurance Corporation, MGIC Investment Corporation, or any direct or indirect subsidiary of MGIC Investment Corporation, effective as of May 6, 2019.

Undersigned's Name:

/s/ Stephen C. Mackey

Exhibit 31.1  
CERTIFICATIONS

I, Timothy J. Mattke, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MGIC Investment Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2019

/s/ Timothy J. Mattke  
Timothy J. Mattke  
Chief Executive Officer

CERTIFICATIONS

I, Nathan H. Colson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MGIC Investment Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2019

/s/ Nathan H. Colson  
Nathan H. Colson  
Chief Financial Officer

**SECTION 1350 CERTIFICATIONS**

The undersigned, Timothy J. Mattke, Chief Executive Officer of MGIC Investment Corporation (the "Company"), and Nathan H. Colson, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S. C. Section 1350, that to our knowledge:

- (1) the Quarterly Report on Form 10-Q of the Company for the three months ended June 30, 2019 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2019

/s/ Timothy J. Mattke

Timothy J. Mattke  
Chief Executive Officer

/s/ Nathan H. Colson

Nathan H. Colson  
Chief Financial Officer

## **Risk Factors**

Risk Factors included in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018, as supplemented by Part II, Item 1A of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019, and through updating of various statistical and other information.

As used below, "we," "our" and "us" refer to MGIC Investment Corporation's consolidated operations or to MGIC Investment Corporation, as the context requires; and "MGIC" refers to Mortgage Guaranty Insurance Corporation.

### ***Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and / or increase our losses.***

The private mortgage insurance industry is highly competitive and is expected to remain so. We believe that we currently compete with other private mortgage insurers based on premium rates, underwriting requirements, financial strength (including based on credit or financial strength ratings), customer relationships, name recognition, reputation, the strength of our management team and field organization, the ancillary products and services provided to lenders and the effective use of technology and innovation in the delivery and servicing of our mortgage insurance products.

Much of the competition in the industry in the last few years has centered on pricing practices which have included: (i) reductions in standard filed rates for borrower-paid mortgage insurance policies ("BPMI"); (ii) use of a spectrum of filed rates to allow for formulaic, risk-based pricing that may be adjusted more frequently within certain parameters (referred to as "loan level pricing systems"); and (iii) use of customized rates (discounted from standard rates) that are made available to lenders that meet certain criteria.

We monitor various competitive and economic factors while seeking to balance both profitability and market share considerations in developing our pricing strategies. The reduction of our rates will reduce our premium yield (net premiums earned divided by the average insurance in force) over time as older insurance policies with higher premium rates run off and new insurance policies with lower premium rates are written.

In the first quarter of 2019, we introduced MiQ™, our loan level pricing system that establishes our premium rates based on more risk attributes than were considered in 2018. The widespread use of loan level pricing systems by the private mortgage insurance industry will make it more difficult to compare our rates to those offered by our competitors. We may not be aware of industry changes until we observe that our volume of new insurance written ("NIW") has changed and our volume may fluctuate more as a result.

There can be no assurance that our premium rates adequately reflect the risk associated with the underlying mortgage insurance policies. For additional information, see our risk factors titled *"The premiums we charge may not be adequate to compensate us for our liabilities for losses and as a result any inadequacy could materially affect our financial condition and results of operations"* and *"If our risk management programs are not effective in identifying, or adequate in controlling or mitigating, the risks we face, or if the models used in our businesses are inaccurate, it could have a material adverse impact on our business, results of operations and financial condition."*

Our relationships with our customers, which may affect the amount of our new business written, could be adversely affected by a variety of factors, including if our premium rates are higher than those of our competitors, our underwriting requirements result in our declining to insure some of the loans originated by our customers, or our insurance policy rescissions and claim curtailments affect the customer. Regarding the concentration of our new business, our largest customer accounted for approximately 5% and 8% of our NIW, and our top ten customers accounted for approximately 24% and 28% of our NIW, in each of 2018 and the first half of 2019, respectively.

Certain of our competitors have access to capital at a lower cost than we do (including, through off-shore reinsurance vehicles, which are tax-advantaged). As a result, they may be able to achieve higher after-tax rates of return on their NIW compared to us, which could allow them to leverage reduced premium rates to gain market share, and they may be better positioned to compete outside of traditional mortgage insurance, including by participating in alternative forms of credit enhancement pursued by Fannie Mae and Freddie Mac (the "GSEs") discussed in our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."*

Substantially all of our insurance written since 2008 has been for loans purchased by the GSEs. The current private mortgage insurer eligibility requirements ("PMIERS") of the GSEs require a mortgage insurer to maintain a minimum amount of assets to support its insured risk, as discussed in our risk factor titled *"We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility."* The PMIERS do not require an insurer to maintain minimum financial strength ratings; however, our financial strength ratings can affect us in the following ways:

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- A downgrade in our financial strength ratings could result in increased scrutiny of our financial condition by the GSEs and/or our customers, potentially resulting in a decrease in the amount of our new insurance written.
- Our ability to participate in the non-GSE mortgage market (which has been limited since 2008, but may grow in the future), could depend on our ability to maintain and improve our investment grade ratings for our mortgage insurance subsidiaries. We could be competitively disadvantaged with some market participants because the financial strength ratings of our insurance subsidiaries are lower than those of some competitors. MGIC's financial strength rating from A.M. Best is A- (with a stable outlook), from Moody's is Baa2 (with a stable outlook) and from Standard & Poor's is BBB+ (with a stable outlook).
- Financial strength ratings may also play a greater role if the GSEs no longer operate in their current capacities, for example, due to legislative or regulatory action. In addition, although the PMIERS do not require minimum financial strength ratings, the GSEs consider financial strength ratings to be important when using forms of credit enhancement other than traditional mortgage insurance, as discussed in our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."*

If we are unable to compete effectively in the current or any future markets as a result of the financial strength ratings assigned to our insurance subsidiaries, our future new insurance written could be negatively affected.

***The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance.***

Alternatives to private mortgage insurance include:

- lenders using FHA, VA and other government mortgage insurance programs,
- investors using risk mitigation and credit risk transfer techniques other than private mortgage insurance,
- lenders and other investors holding mortgages in portfolio and self-insuring, and
- lenders originating mortgages using piggyback structures to avoid private mortgage insurance, such as a first mortgage with an 80% loan-to-value ratio and a second mortgage with a 10%, 15% or 20% loan-to-value ratio (referred to as 80-10-10, 80-15-5 or 80-20 loans, respectively) rather than a first mortgage with a 90%, 95% or 100% loan-to-value ratio that has private mortgage insurance.

In 2018, Freddie Mac and Fannie Mae initiated programs with loan level mortgage default coverage provided by various (re)insurers that are not mortgage insurers governed by PMIERS, and that are not selected by the lenders. These programs compete with traditional private mortgage insurance and, due to differences in policy terms, they may offer premium rates that are below prevalent single premium lender paid mortgage insurance ("LPMI") rates. We participate in these programs from time to time. See our risk factor titled *"Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses"* for a discussion of various business practices of the GSEs that may be changed, including through expansion or modification of these programs.

The GSEs (and other investors) have also used other forms of credit enhancement that did not involve traditional private mortgage insurance, such as engaging in credit-linked note transactions executed in the capital markets, or using other forms of debt issuances or securitizations that transfer credit risk directly to other investors, including competitors and an affiliate of MGIC; using other risk mitigation techniques in conjunction with reduced levels of private mortgage insurance coverage; or accepting credit risk without credit enhancement.

The FHA's share of the low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance was 31.1% in the first quarter of 2019, 30.5% in 2018 and 33.9% in 2017. In the past ten years, the FHA's share has been as low as 30.5% in 2018 and as high as 66.8% in 2009. Factors that influence the FHA's market share include relative rates and fees, underwriting guidelines and loan limits of the FHA, VA, private mortgage insurers and the GSEs; lenders' perceptions of legal risks under FHA versus GSE programs; flexibility for the FHA to establish new products as a result of federal legislation and programs; returns expected to be obtained by lenders for Ginnie Mae securitization of FHA-insured loans compared to those obtained from selling loans to the GSEs for securitization; and differences in policy terms, such as the ability of a borrower to cancel insurance coverage under certain circumstances. We cannot predict how the factors that affect the FHA's share of new insurance written will change in the future.

The VA's share of the low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance was 23.4% in the first quarter of 2019, 22.9% in 2018 and 24.7% in 2017. In the past ten years, the VA's share has been as low as 14.3% in 2009 and as high as 27.2% in 2016. We believe that the VA's market share has generally been elevated in recent years because of an increase in the number of borrowers that are eligible for the VA's program, which offers 100% loan-to-value ratio ("LTV") loans and charges a one-time funding fee that can be included in the loan amount, and because eligible borrowers have opted to use the VA program when refinancing their mortgages.

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***Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses.***

The GSEs' charters generally require credit enhancement for a low down payment mortgage loan (a loan with an amount that exceeds 80% of a home's value) in order for such loan to be eligible for purchase by the GSEs. Lenders generally have used private mortgage insurance to satisfy this credit enhancement requirement. (For information about GSE programs initiated in 2018 that provide loan level default coverage by various (re)insurers (which may include affiliates of private mortgage insurers), see our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."*) Because low down payment mortgages purchased by the GSEs have generally been insured with private mortgage insurance, the business practices of the GSEs greatly impact our business and include:

- private mortgage insurer eligibility requirements of the GSEs, the financial requirements of which are discussed in our risk factor titled *"We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility,"*
- the capital and collateral requirements for participants in the GSEs' alternative forms of credit enhancement discussed in our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance,"*
- the level of private mortgage insurance coverage, subject to the limitations of the GSEs' charters, when private mortgage insurance is used as the required credit enhancement on low down payment mortgages,
- the amount of loan level price adjustments and guaranty fees (which result in higher costs to borrowers) that the GSEs assess on loans that require private mortgage insurance,
- whether the GSEs select or influence the mortgage lender's selection of the mortgage insurer providing coverage,
- the underwriting standards that determine which loans are eligible for purchase by the GSEs, which can affect the quality of the risk insured by the mortgage insurer and the availability of mortgage loans,
- the terms on which mortgage insurance coverage can be canceled before reaching the cancellation thresholds established by law,
- the programs established by the GSEs intended to avoid or mitigate loss on insured mortgages and the circumstances in which mortgage servicers must implement such programs,
- the terms that the GSEs require to be included in mortgage insurance policies for loans that they purchase, including limitations on the rescission rights of mortgage insurers,
- the extent to which the GSEs intervene in mortgage insurers' claims paying practices, rescission practices or rescission settlement practices with lenders, and
- the maximum loan limits of the GSEs compared to those of the FHA and other investors.

The Federal Housing Finance Agency ("FHFA") has been the conservator of the GSEs since 2008 and has the authority to control and direct their operations. The increased role that the federal government has assumed in the residential housing finance system through the GSE conservatorship may increase the likelihood that the business practices of the GSEs change, including through administrative action, in ways that have a material adverse effect on us and that the charters of the GSEs are changed by new federal legislation. In the past, members of Congress have introduced several bills intended to change the business practices of the GSEs and the FHA; however, no legislation has been enacted.

In March 2019, President Trump directed the U.S. Treasury Department to develop a plan, as soon as practicable, for administrative and legislative reforms for the housing finance system ("Treasury Housing Reform Plan"), with such reforms to reduce taxpayer risk, expand the private sector's role, modernize the government housing programs, and achieve sustainable homeownership. The directive outlines numerous goals and objectives, including but not limited to, the end of conservatorship of the GSEs, increased competition and participation of the private sector in the mortgage market including by authorizing the FHFA to approve additional guarantors of conventional mortgages in the secondary market, appropriate capital and liquidity requirements for the GSEs, and evaluation of the GSE Patch. The GSE Patch expands the definition of Qualified Mortgage ("QM") under the Truth in Lending Act (Regulation Z) to include mortgages eligible to be purchased by the GSEs, even if the mortgages do not meet the DTI ratio limit of 43% included in the standard QM definition.

The GSE Patch is scheduled to expire no later than January 2021. In July 2019, the CFPB released an Advanced Notice of Proposed Rulemaking on the QM definition. The director of the CFPB indicated that the CFPB would consider only a short-term extension of the GSE Patch. Approximately 30% and 24% of our NIW in the first and second quarters of 2019, respectively, was on loans with

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DTI ratios greater than 43%. However, it is possible that not all loans with DTI ratios greater than 43% will be affected by a sunset of the GSE Patch, in part because the standard QM definition may be liberalized under the new rules. In this regard, we note that the CFPB asked for comment about whether the definition of QM should retain a direct measure of a consumer's personal finances (for example, DTI ratio); whether the definition should include an alternative method for assessing financial capacity; whether, if the QM definition retains a DTI ratio limit, the limit should remain 43% or be increased or decreased; and whether loans with DTI ratios above a prescribed limit should be given QM status if certain compensating factors are present.

We may insure loans that do not qualify as QMs, however, we are unsure the extent to which lenders will make non-QM loans because they will not be entitled to the presumptions about compliance with the "ability to repay" rules that the law allows with respect to QM loans. We are also unsure the extent to which lenders will purchase private mortgage insurance for loans that cannot be sold to the GSEs.

The rule that includes the QM definition that applies to loans insured by the FHA was issued by the Department of Housing and Urban Development ("HUD") and that definition is less restrictive than the CFPB's definition in certain respects, including that (i) it has no DTI ratio limit, and (ii) it allows the lender certain presumptions about compliance with the "ability to repay" requirements on higher priced loans. It is possible that lenders will prefer FHA-insured loans to loans insured by private mortgage insurance as a result of the FHA's less restrictive QM definition.

In March 2019, the President also directed the Secretary of HUD to develop a plan that would recommend administrative and legislative reforms to the programs HUD oversees, including those of the FHA and the Government National Mortgage Association. As a result of the matters referred to above, it is uncertain what role the GSEs, FHA and private capital, including private mortgage insurance, will play in the residential housing finance system in the future. The timing and impact on our business of any resulting changes is uncertain. Most meaningful changes would require Congressional action to implement and it is difficult to estimate when Congressional action would be final and how long any associated phase-in period may last.

***We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility.***

We must comply with the PMIERS to be eligible to insure loans delivered to or purchased by the GSEs. The PMIERS include financial requirements, as well as business, quality control and certain transaction approval requirements. The financial requirements of the PMIERS require a mortgage insurer's "Available Assets" (generally only the most liquid assets of an insurer) to equal or exceed its "Minimum Required Assets" (which are based on an insurer's book of insurance in force and are calculated from tables of factors with several risk dimensions and are subject to a floor amount).

Based on our interpretation of the PMIERS, as of June 30, 2019, MGIC's Available Assets totaled \$4.4 billion, or \$1.1 billion in excess of its Minimum Required Assets. MGIC is in compliance with the PMIERS and eligible to insure loans purchased by the GSEs. In calculating our "Minimum Required Assets," credit for risk ceded under our quota share reinsurance transactions that are not fully collateralized are subject to modest counterparty haircuts. We are taking full credit for our fully collateralized excess-of-loss reinsurance transactions entered into in 2018 and 2019, discussed in our risk factor titled *"The mix of business we write affects our Minimum Required Assets under the PMIERS, our premium yields and the likelihood of losses occurring."* Our existing reinsurance transactions are subject to periodic review by the GSEs and there is a risk we will not receive our current level of credit in future periods for the risk ceded under them. If MGIC is not allowed certain levels of credit under the PMIERS, under certain circumstances, MGIC may terminate the reinsurance transactions, without penalty.

If MGIC ceases to be eligible to insure loans purchased by one or both of the GSEs, it would significantly reduce the volume of our new business writings. Factors that may negatively impact MGIC's ability to continue to comply with the financial requirements of the PMIERS include the following:

- The GSEs may amend the PMIERS at any time and may make the PMIERS more onerous in the future. The GSEs have indicated that there may be potential future implications for PMIERS based upon feedback the FHFA receives on its June 2018 proposed rule on regulatory capital requirements for the GSEs, which included a framework for determining the capital relief allowed to the GSEs for loans with private mortgage insurance (public comments were due by November 16, 2018). Further, any changes to the GSEs' capital and liquidity requirements resulting from the Treasury Housing Reform Plan could have future implications for PMIERS. In addition, the PMIERS provide that the factors that determine Minimum Required Assets will be updated every two years and may be updated more frequently to reflect changes in macroeconomic conditions or loan performance. The GSEs have indicated that they will generally provide notice 180 days prior to the effective date of such updates.
  - Our future operating results may be negatively impacted by the matters discussed in the rest of these risk factors. Such matters could decrease our revenues, increase our losses or require the use of assets, thereby creating a shortfall in Available Assets.
  - Should capital be needed by MGIC in the future, capital contributions from our holding company may not be available due to competing demands on holding company resources, including for repayment of debt.
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While on an overall basis, the amount of Available Assets that MGIC must hold in order to continue to insure GSE loans is greater under the PMIERS than what state regulation currently requires, our reinsurance transactions mitigate the negative effect of the PMIERS on our returns. However, reinsurance may not always be available to us or available on similar terms, it subjects us to counterparty credit risk and the GSEs may change the credit they allow under the PMIERS for risk ceded under our reinsurance transactions.

***We are involved in legal proceedings and are subject to the risk of additional legal proceedings in the future.***

Before paying an insurance claim, we review the loan and servicing files to determine the appropriateness of the claim amount. When reviewing the files, we may determine that we have the right to rescind coverage on the loan. In our SEC reports, we refer to insurance rescissions and denials of claims collectively as “rescissions” and variations of that term. In addition, our insurance policies generally provide that we can reduce or deny a claim if the servicer did not comply with its obligations under our insurance policy. We call such reduction of claims “curtailments.” In recent quarters, an immaterial percentage of claims received in a quarter have been resolved by rescissions. In 2018 and the first half of 2019, curtailments reduced our average claim paid by approximately 5.8% and 4.7%, respectively.

Our loss reserving methodology incorporates our estimates of future rescissions, curtailments, and reversals of rescissions and curtailments. A variance between ultimate actual rescission, curtailment and reversal rates and our estimates, as a result of the outcome of litigation, settlements or other factors, could materially affect our losses.

When the insured disputes our right to rescind coverage or curtail claims, we generally engage in discussions in an attempt to settle the dispute. If we are unable to reach a settlement, the outcome of a dispute ultimately may be determined by legal proceedings.

Under ASC 450-20, until a liability associated with settlement discussions or legal proceedings becomes probable and can be reasonably estimated, we consider our claim payment or rescission resolved for financial reporting purposes and do not accrue an estimated loss. Where we have determined that a loss is probable and can be reasonably estimated, we have recorded our best estimate of our probable loss, including recording a probable loss of \$23.5 million in the first quarter of 2019. Until settlement negotiations or legal proceedings for which we have recorded a probable loss are concluded, it is reasonably possible that we will record an additional loss. In addition to matters for which we have recorded a probable loss, we are involved in other discussions and/or proceedings with insureds with respect to our claims paying practices. Although it is reasonably possible that when all of these matters are resolved we will not prevail in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. We estimate the maximum exposure associated with matters where a loss is reasonably possible to be approximately \$289 million more than the amount of probable loss we have recorded. This estimate of maximum exposure is based upon currently available information and is subject to significant judgment, numerous assumptions and known and unknown uncertainties, and will include an amount for matters for which we have recorded a probable loss until such matters are concluded. We do not consider settlements concluded until any required GSE approval for such settlements is obtained. On August 2, 2019, we entered into an agreement to settle a claims paying practices dispute for which we previously had recognized a probable loss. There was no additional loss recognized as a result of entering into the agreement, as the settlement amount is in line with our original estimate of the probable loss. The agreement remains subject to GSE approval. The matters underlying the estimate of maximum exposure will change from time to time. This estimate of our maximum exposure does not include interest or consequential or exemplary damages.

Mortgage insurers, including MGIC, have been involved in litigation and regulatory actions related to alleged violations of the anti-referral fee provisions of the Real Estate Settlement Procedures Act, which is commonly known as RESPA, and the notice provisions of the Fair Credit Reporting Act, which is commonly known as FCRA. While these proceedings in the aggregate have not resulted in material liability for MGIC, there can be no assurance that the outcome of future proceedings, if any, under these laws would not have a material adverse effect on us. In addition, various regulators, including the CFPB, state insurance commissioners and state attorneys general may bring other actions seeking various forms of relief in connection with alleged violations of RESPA. The insurance law provisions of many states prohibit paying for the referral of insurance business and provide various mechanisms to enforce this prohibition. While we believe our practices are in conformity with applicable laws and regulations, it is not possible to predict the eventual scope, duration or outcome of any such reviews or investigations nor is it possible to predict their effect on us or the mortgage insurance industry.

In addition to the matters described above, we are involved in other legal proceedings in the ordinary course of business. In our opinion, based on the facts known at this time, the ultimate resolution of these ordinary course legal proceedings will not have a material adverse effect on our financial position or results of operations.

***We are subject to comprehensive regulation and other requirements, which we may fail to satisfy.***

We are subject to comprehensive, detailed regulation by state insurance departments. These regulations are principally designed for the protection of our insured policyholders, rather than for the benefit of investors. Although their scope varies, state insurance laws generally grant broad supervisory powers to agencies or officials to examine insurance companies and enforce rules or exercise discretion affecting almost every significant aspect of the insurance business. State insurance regulatory authorities could take actions, including changes in capital requirements, that could have a material adverse effect on us. For more information about

state capital requirements, see our risk factor titled “*State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.*” To the extent that we are construed to make independent credit decisions in connection with our contract underwriting activities, we also could be subject to increased regulatory requirements under the Equal Credit Opportunity Act, commonly known as ECOA, FCRA, and other laws. For more details about the various ways in which our subsidiaries are regulated, see “Business - Regulation” in Item 1 of our Annual Report on Form 10-K filed with the SEC on February 22, 2019. In addition to regulation by state insurance regulators, the CFPB may issue additional rules or regulations, which may materially affect our business.

In December 2013, the U.S. Treasury Department’s Federal Insurance Office released a report that calls for federal standards and oversight for mortgage insurers to be developed and implemented. It is uncertain if and when the standards and oversight will be developed and become effective, and what form they will take.

***If our risk management programs are not effective in identifying, or adequate in controlling or mitigating, the risks we face, or if the models used in our businesses are inaccurate, it could have a material adverse impact on our business, results of operations and financial condition.***

Our enterprise risk management program, described in “Business - Our Products and Services - Risk Management” in Item 1 of our Annual Report on Form 10-K filed with the SEC on February 22, 2019, may not be effective in identifying, or adequate in controlling or mitigating, the risks we face in our business.

We employ proprietary and third party models to project returns, price products (including through our new loan level pricing system), determine the techniques used to underwrite insurance, calculate reserves, generate projections used to estimate future pre-tax income and to evaluate loss recognition testing, evaluate risk, determine internal capital requirements, perform stress testing, and for other uses. These models rely on estimates and projections that are inherently uncertain and may not operate as intended. In addition, from time to time we seek to improve certain models, and the conversion process may result in material changes to assumptions, including those about returns and financial results. The models we employ are complex, which increases our risk of error in their design, implementation or use. Also, the associated input data, assumptions and calculations may not be correct, and the controls we have in place to mitigate that risk may not be effective in all cases. The risks related to our models may increase when we change assumptions and/or methodologies, or when we add or change modeling platforms. We have enhanced, and we intend to continue to enhance, our modeling capabilities. Moreover, we may use information we receive through enhancements to refine or otherwise change existing assumptions and/or methodologies.

***Because we establish loss reserves only upon a loan delinquency rather than based on estimates of our ultimate losses on risk in force, losses may have a disproportionate adverse effect on our earnings in certain periods.***

In accordance with accounting principles generally accepted in the United States, commonly referred to as GAAP, we establish reserves for insurance losses and loss adjustment expenses only when notices of default on insured mortgage loans are received and for loans we estimate are in default but for which notices of default have not yet been reported to us by the servicers (this is often referred to as “IBNR”). Because our reserving method does not take account of losses that could occur from loans that are not delinquent, such losses are not reflected in our financial statements, except in the case where a premium deficiency exists. As a result, future losses on loans that are not currently delinquent may have a material impact on future results as such losses emerge.

***Because loss reserve estimates are subject to uncertainties, paid claims may be substantially different than our loss reserves.***

When we establish reserves, we estimate the ultimate loss on delinquent loans using estimated claim rates and claim amounts. The estimated claim rates and claim amounts represent our best estimates of what we will actually pay on the loans in default as of the reserve date and incorporate anticipated mitigation from rescissions and curtailments. The establishment of loss reserves is subject to inherent uncertainty and requires judgment by management. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be affected by several factors, including a change in regional or national economic conditions, and a change in the length of time loans are delinquent before claims are received. The change in conditions may include changes in unemployment, affecting borrowers’ income and thus their ability to make mortgage payments, and changes in home prices, which may affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. Changes to our estimates could have a material impact on our future results, even in a stable economic environment. In addition, historically, losses incurred have followed a seasonal trend in which the second half of the year has weaker credit performance than the first half, with higher new default notice activity and a lower cure rate.

***We rely on our management team and our business could be harmed if we are unable to retain qualified personnel or successfully develop and/or recruit their replacements.***

Our success depends, in part, on the skills, working relationships and continued services of our management team and other key personnel. The unexpected departure of key personnel could adversely affect the conduct of our business. In such event, we would be required to obtain other personnel to manage and operate our business. In addition, we will be required to replace the knowledge and expertise of our aging workforce as our workers retire. In either case, there can be no assurance that we would be able to develop or recruit suitable replacements for the departing individuals; that replacements could be hired, if necessary, on terms that

are favorable to us; or that we can successfully transition such replacements in a timely manner. We currently have not entered into any employment agreements with our officers or key personnel. Volatility or lack of performance in our stock price may affect our ability to retain our key personnel or attract replacements should key personnel depart. Without a properly skilled and experienced workforce, our costs, including productivity costs and costs to replace employees may increase, and this could negatively impact our earnings.

***If the volume of low down payment home mortgage originations declines, the amount of insurance that we write could decline.***

The factors that may affect the volume of low down payment mortgage originations include:

- restrictions on mortgage credit due to more stringent underwriting standards, liquidity issues or risk-retention and/or capital requirements affecting lenders,
- the level of home mortgage interest rates,
- the health of the domestic economy as well as conditions in regional and local economies and the level of consumer confidence,
- housing affordability,
- new and existing housing availability,
- the rate of household formation, which is influenced, in part, by population and immigration trends,
- the rate of home price appreciation, which in times of heavy refinancing can affect whether refinanced loans have loan-to-value ratios that require private mortgage insurance, and
- government housing policy encouraging loans to first-time homebuyers.

A decline in the volume of low down payment home mortgage originations could decrease demand for mortgage insurance and decrease our new insurance written. For other factors that could decrease the demand for mortgage insurance, see our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."*

***State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.***

The insurance laws of 16 jurisdictions, including Wisconsin, MGIC's domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to its risk in force (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the "State Capital Requirements." While they vary among jurisdictions, the most common State Capital Requirements allow for a maximum risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if (i) the percentage decrease in capital exceeds the percentage decrease in insured risk, or (ii) the percentage increase in capital is less than the percentage increase in insured risk. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires a minimum policyholder position ("MPP"). The "policyholder position" of a mortgage insurer is its net worth or surplus, contingency reserve and a portion of the reserves for unearned premiums.

At June 30, 2019, MGIC's risk-to-capital ratio was 10.1 to 1, below the maximum allowed by the jurisdictions with State Capital Requirements, and its policyholder position was \$2.7 billion above the required MPP of \$1.6 billion. Our risk-to-capital ratio and MPP reflect full credit for the risk ceded under our quota share reinsurance transactions with unaffiliated reinsurers. It is possible that under the revised State Capital Requirements discussed below, MGIC will not be allowed full credit for the risk ceded under such transactions. If MGIC is not allowed an agreed level of credit under the State Capital Requirements, MGIC may terminate the reinsurance transactions, without penalty. At this time, we expect MGIC to continue to comply with the current State Capital Requirements; however, you should read the rest of these risk factors for information about matters that could negatively affect such compliance. At June 30, 2019, the risk-to-capital ratio of our combined insurance operations was 10.0 to 1.

The NAIC plans to revise the minimum capital and surplus requirements for mortgage insurers that are provided for in its Mortgage Guaranty Insurance Model Act. In May 2016, a working group of state regulators released an exposure draft of a risk-based capital framework to establish capital requirements for mortgage insurers, although no date has been established by which the NAIC must propose revisions to the capital requirements and certain items have not yet been completely addressed by the framework, including the treatment of ceded risk, minimum capital floors, and action level triggers. Currently we believe that the PMIERS contain more restrictive capital requirements than the draft Mortgage Guaranty Insurance Model Act in most circumstances.

While MGIC currently meets, and expects to continue to meet, the State Capital Requirements of Wisconsin and all other jurisdictions, it could be prevented from writing new business in the future in all jurisdictions if it fails to meet the State Capital Requirements of Wisconsin, or it could be prevented from writing new business in a particular jurisdiction if it fails to meet the State Capital

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Requirements of that jurisdiction, and in each case MGIC does not obtain a waiver of such requirements. It is possible that regulatory action by one or more jurisdictions, including those that do not have specific State Capital Requirements, may prevent MGIC from continuing to write new insurance in such jurisdictions. If we are unable to write business in a particular jurisdiction, lenders may be unwilling to procure insurance from us anywhere. In addition, a lender's assessment of the future ability of our insurance operations to meet the State Capital Requirements or the PMIERS may affect its willingness to procure insurance from us. In this regard, see our risk factor titled "*Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and/or increase our losses.*" A possible future failure by MGIC to meet the State Capital Requirements or the PMIERS will not necessarily mean that MGIC lacks sufficient resources to pay claims on its insurance liabilities. While we believe MGIC has sufficient claims paying resources to meet its claim obligations on its insurance in force on a timely basis, you should read the rest of these risk factors for information about matters that could negatively affect MGIC's claims paying resources.

***Downturns in the domestic economy or declines in the value of borrowers' homes from their value at the time their loans closed may result in more homeowners defaulting and our losses increasing, with a corresponding decrease in our returns.***

Losses result from events that reduce a borrower's ability or willingness to continue to make mortgage payments, such as unemployment, health issues, family status, and whether the home of a borrower who defaults on his mortgage can be sold for an amount that will cover unpaid principal and interest and the expenses of the sale. In general, favorable economic conditions reduce the likelihood that borrowers will lack sufficient income to pay their mortgages and also favorably affect the value of homes, thereby reducing and in some cases even eliminating a loss from a mortgage default. A deterioration in economic conditions, including an increase in unemployment, generally increases the likelihood that borrowers will not have sufficient income to pay their mortgages and can also adversely affect home prices, which in turn can influence the willingness of borrowers with sufficient resources to make mortgage payments to do so when the mortgage balance exceeds the value of the home. Home prices may decline even absent a deterioration in economic conditions due to declines in demand for homes, which in turn may result from changes in buyers' perceptions of the potential for future appreciation, restrictions on and the cost of mortgage credit due to more stringent underwriting standards, higher interest rates generally, changes to the deductibility of mortgage interest for income tax purposes, decreases in the rate of household formations, or other factors. Changes in home prices and unemployment levels are inherently difficult to forecast given the uncertainty in the current market environment, including uncertainty about the effect of actions the federal government has taken and may take with respect to tax policies, mortgage finance programs and policies, and housing finance reform.

***The mix of business we write affects our Minimum Required Assets under the PMIERS, our premium yields and the likelihood of losses occurring.***

The Minimum Required Assets under the PMIERS are, in part, a function of the direct risk-in-force and the risk profile of the loans we insure, considering loan-to-value ratio, credit score, vintage, Home Affordable Refinance Program ("HARP") status and delinquency status; and whether the loans were insured under lender-paid mortgage insurance policies or other policies that are not subject to automatic termination consistent with the Homeowners Protection Act requirements for borrower paid mortgage insurance. Therefore, if our direct risk-in-force increases through increases in new insurance written, or if our mix of business changes to include loans with higher loan-to-value ratios or lower FICO scores, for example, or if we insure a higher percentage of loans under lender-paid mortgage insurance policies, all other things equal, we will be required to hold more Available Assets in order to maintain GSE eligibility.

The minimum capital required by the risk-based capital framework contained in the exposure draft released by the NAIC in May 2016 would be, in part, a function of certain loan and economic factors, including property location, loan-to-value ratio and credit score; general underwriting quality in the market at the time of loan origination; the age of the loan; and the premium rate we charge. Depending on the provisions of the capital requirements when they are released in final form and become effective, our mix of business may affect the minimum capital we are required to hold under the new framework.

The percentage of our NIW from all single-premium policies (LPMI and BPMI, combined) has ranged from approximately 10% in 2013 to 19% in 2017 and was 17% in 2018 and 16% in the first half of 2019. Depending on the actual life of a single premium policy and its premium rate relative to that of a monthly premium policy, a single premium policy may generate more or less premium than a monthly premium policy over its life.

We have in place quota share reinsurance ("QSR") transactions with unaffiliated reinsurers that cover most of our insurance written from 2013 through 2019, and a portion of our insurance written prior to 2013. Although the transactions reduce our premiums, they have a lesser impact on our overall results, as losses ceded under the transactions reduce our losses incurred and the ceding commissions we receive reduce our underwriting expenses. The effect of the QSR transactions on the various components of pre-tax income will vary from period to period, depending on the level of ceded losses.

In 2018 and 2019, MGIC entered into reinsurance agreements that provide excess-of-loss reinsurance coverage for a portion of the risk associated with certain mortgage insurance policies having an insurance coverage in force date on or after July 1, 2016 and before April 1, 2019. The transactions were entered into with special purpose insurers that issued notes linked to the reinsurance coverage ("Insurance Linked Notes" or "ILNs"). We expect that we may enter into other ILN transactions if capital market conditions remain favorable.

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In addition to the effect of reinsurance on our premiums, we expect a decline in our premium yield because an increasing percentage of our insurance in force is from recent book years whose premium rates have been trending lower.

Our ability to rescind insurance coverage became more limited for insurance we wrote beginning in mid-2012, which, as of June 30, 2019, represents approximately 84% of our flow, primary insurance in force. As a result of revised PMIERS requirements, we have revised our master policy and expect it to be effective for new insurance written beginning March 1, 2020, subject to state regulatory approvals. Our ability to rescind insurance coverage will become further limited for insurance we write under the new master policy, potentially resulting in higher losses than would be the case under our existing master policies.

From time to time, in response to market conditions, we change the types of loans that we insure and the requirements under which we insure them. We also change our underwriting guidelines, in part through aligning most of them with Fannie Mae and Freddie Mac for loans that receive and are processed in accordance with certain approval recommendations from a GSE automated underwriting system. We also make exceptions to our underwriting requirements on a loan-by-loan basis and for certain customer programs. Our underwriting requirements are available on our website at <http://www.mgic.com/underwriting/index.html>.

Even when home prices are stable or rising, mortgages with certain characteristics have higher probabilities of claims. As of June 30, 2019, mortgages with these characteristics in our primary risk in force included mortgages with LTV ratios greater than 95% (15.4%), loans with borrowers having FICO scores below 620 (2.1%), mortgages with borrowers having FICO scores of 620-679 (9.9%), mortgages with limited underwriting, including limited borrower documentation (1.9%), and mortgages with borrowers having DTI ratios greater than 45% (or where no ratio is available) (14.6%), each attribute as determined at the time of loan origination. An individual loan may have more than one of these attributes.

Beginning in 2017, the percentage of NIW that we have written on mortgages with LTV ratios greater than 95% and mortgages with DTI ratios greater than 45% has increased. In 2018, we started considering DTI ratios when setting our premium rates, and we changed our methodology for calculating DTI ratios for pricing and eligibility purposes to exclude the impact of mortgage insurance premiums. As a result of this change, loan originators may have changed the information they provide to us. Although we have changed our operational procedures to account for this, we cannot be sure that the DTI ratio we report for each loan beginning in late 2018 includes the related mortgage insurance premiums in the calculation. In addition, we expect to insure certain loans that would not have previously met our guidelines and to offer premium rates for certain loans lower than would have been offered under our previous methodology.

The widespread use of loan level pricing systems by the private mortgage insurance industry (discussed in our risk factor titled "*Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and / or increase our losses*") will make it more difficult to compare our premium rates to those offered by our competitors. We may not be aware of industry rate changes until we observe that our mix of new insurance written has changed and our mix may fluctuate more as a result.

If state or federal regulations or statutes are changed in ways that ease mortgage lending standards and/or requirements, or if lenders seek ways to replace business in times of lower mortgage originations, it is possible that more mortgage loans could be originated with higher risk characteristics than are currently being originated, such as loans with lower FICO scores and higher DTIs. Lenders could pressure mortgage insurers to insure such loans, which are expected to experience higher claim rates. Although we attempt to incorporate these higher expected claim rates into our underwriting and pricing models, there can be no assurance that the premiums earned and the associated investment income will be adequate to compensate for actual losses even under our current underwriting requirements. We do, however, believe that our insurance written beginning in the second half of 2008 will generate underwriting profits.

***The premiums we charge may not be adequate to compensate us for our liabilities for losses and as a result any inadequacy could materially affect our financial condition and results of operations.***

We set premiums at the time a policy is issued based on our expectations regarding likely performance of the insured risks over the long term. Our premiums are subject to approval by state regulatory agencies, which can delay or limit our ability to increase our premiums. Generally, we cannot cancel mortgage insurance coverage or adjust renewal premiums during the life of a mortgage insurance policy. As a result, higher than anticipated claims generally cannot be offset by premium increases on policies in force or mitigated by our non-renewal or cancellation of insurance coverage. The premiums we charge, the investment income we earn and the amount of reinsurance we carry may not be adequate to compensate us for the risks and costs associated with the insurance coverage provided to customers. An increase in the number or size of claims, compared to what we anticipate, could adversely affect our results of operations or financial condition. Our premium rates are also based in part on the amount of capital we are required to hold against the insured risk. If the amount of capital we are required to hold increases from the amount we were required to hold when a policy was written, we cannot adjust premiums to compensate for this and our returns may be lower than we assumed.

The losses we have incurred on our 2005-2008 books of business have exceeded our premiums from those books. The incurred losses from those books, although declining, continue to generate a material portion of our total incurred losses. The ultimate

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amount of these losses will depend in part on general economic conditions, including unemployment, and the direction of home prices.

***We are susceptible to disruptions in the servicing of mortgage loans that we insure.***

We depend on reliable, consistent third-party servicing of the loans that we insure. Over the last several years, the mortgage loan servicing industry has experienced consolidation and an increase in the number of specialty servicers servicing delinquent loans. The resulting change in the composition of servicers could lead to disruptions in the servicing of mortgage loans covered by our insurance policies. Further changes in the servicing industry resulting in the transfer of servicing could cause a disruption in the servicing of delinquent loans which could reduce servicers' ability to undertake mitigation efforts that could help limit our losses. Future housing market conditions could lead to additional increases in delinquencies and transfers of servicing.

***Changes in interest rates, house prices or mortgage insurance cancellation requirements may change the length of time that our policies remain in force.***

The premium from a single premium policy is collected upfront and generally earned over the estimated life of the policy. In contrast, premiums from a monthly premium policy are received and earned each month over the life of the policy. In each year, most of our premiums earned are from insurance that has been written in prior years. As a result, the length of time insurance remains in force, which is generally measured by persistency (the percentage of our insurance remaining in force from one year prior), is a significant determinant of our revenues. Future premiums on our monthly premium policies in force represent a material portion of our claims paying resources and a low persistency rate will reduce those future premiums. In contrast, a higher than expected persistency rate will decrease the profitability from single premium policies because they will remain in force longer than was estimated when the policies were written.

Our persistency rate was 80.8% at June 30, 2019, 81.7% at December 31, 2018, and 80.1% at December 31, 2017. Since 2000, our year-end persistency ranged from a high of 84.7% at December 31, 2009 to a low of 47.1% at December 31, 2003.

Our persistency rate is primarily affected by the level of current mortgage interest rates compared to the mortgage coupon rates on our insurance in force, which affects the vulnerability of the insurance in force to refinancing. Our persistency rate is also affected by the mortgage insurance cancellation policies of mortgage investors along with the current value of the homes underlying the mortgages in the insurance in force. In 2018, the GSEs announced changes to various mortgage insurance termination requirements that are intended to further simplify the process of evaluating borrower-initiated requests for mortgage insurance termination and may reduce our persistency rate in the future.

***Our holding company debt obligations materially exceed our holding company cash and investments.***

At June 30, 2019, we had approximately \$333 million in cash and investments at our holding company and our holding company's debt obligations were \$815 million in aggregate principal amount, consisting of \$425 million of 5.75% Senior Notes due in 2023 ("5.75% Notes") and \$390 million of 9% Debentures (of which approximately \$133 million was purchased, and is held, by MGIC, and is eliminated on the consolidated balance sheet). Annual debt service on the 5.75% Notes and 9% Debentures outstanding as of June 30, 2019, is approximately \$60 million (of which approximately \$12 million will be paid to MGIC and will be eliminated on the consolidated statement of operations).

The 5.75% Senior Notes and 9% Debentures are obligations of our holding company, MGIC Investment Corporation, and not of its subsidiaries. The payment of dividends from our insurance subsidiaries which, other than investment income and raising capital in the public markets, is the principal source of our holding company cash inflow, is restricted by insurance regulation. MGIC is the principal source of dividends, and in the first half of 2019 and in 2018, it paid a total of \$140 million and \$220 million, respectively, in dividends to our holding company. We expect MGIC to continue to pay quarterly dividends of at least the \$70 million amount paid in the second quarter of 2019, subject to approval by its Board of Directors. We ask the OCI not to object before MGIC pays dividends.

In the second quarter of 2019 and in 2018, we repurchased approximately 1.8 million and 16.0 million shares of our common stock, respectively, using approximately \$25 million and \$175 million of holding company resources, respectively. Since the end of the second quarter, through August 5, 2019, we repurchased approximately 1.8 million shares for approximately \$23 million. We may repurchase up to an additional \$177 million of our common stock through the end of 2020 under a share repurchase program approved by our Board of Directors in the first quarter of 2019. Repurchases may be made from time to time on the open market or through privately negotiated transactions. The repurchase program may be suspended for periods or discontinued at any time. If any additional capital contributions to our subsidiaries were required, such contributions would decrease our holding company cash and investments. As described in our Current Report on Form 8-K filed on February 11, 2016, MGIC borrowed \$155 million from the Federal Home Loan Bank of Chicago. This is an obligation of MGIC and not of our holding company.

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***Your ownership in our company may be diluted by additional capital that we raise or if the holders of our outstanding convertible debt convert that debt into shares of our common stock.***

As noted above under our risk factor titled “We may not continue to meet the GSEs’ private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility,” although we are currently in compliance with the requirements of the PMIERS, there can be no assurance that we would not seek to issue non-dilutive debt capital or to raise additional equity capital to manage our capital position under the PMIERS or for other purposes. Any future issuance of equity securities may dilute your ownership interest in our company. In addition, the market price of our common stock could decline as a result of sales of a large number of shares or similar securities in the market or the perception that such sales could occur.

At June 30, 2019, we had outstanding \$390 million principal amount of 9% Convertible Junior Subordinated Debentures due in 2063 (“9% Debentures”) (of which approximately \$133 million was purchased, and is held, by MGIC, and is eliminated on the consolidated balance sheet). The principal amount of the 9% Debentures is currently convertible, at the holder’s option, at an initial conversion rate, which is subject to adjustment, of 74.0741 common shares per \$1,000 principal amount of debentures. This represents an initial conversion price of approximately \$13.50 per share. We may redeem the 9% Debentures in whole or in part from time to time, at our option, at a redemption price equal to 100% of the principal amount of the 9% Debentures being redeemed, plus any accrued and unpaid interest, if the closing sale price of our common stock exceeds \$17.55 for at least 20 of the 30 trading days preceding notice of the redemption.

We have the right, and may elect, to defer interest payable under the debentures in the future. If a holder elects to convert its debentures, the interest that has been deferred on the debentures being converted is also convertible into shares of our common stock. The conversion rate for such deferred interest is based on the average price that our shares traded at during a 5-day period immediately prior to the election to convert the associated debentures. We may elect to pay cash for some or all of the shares issuable upon a conversion of the debentures.

For a discussion of the dilutive effects of our convertible securities on our earnings per share, see Note 4 – “Earnings Per Share” to our consolidated financial statements in our Annual Report on Form 10-K filed with the SEC on February 22, 2019. As noted above, during 2019 and 2018, we repurchased shares of our common stock and may do so in the future. In addition, we have in the past, and may in the future, purchase our debt securities.

***The price of our common stock may fluctuate significantly, which may make it difficult for holders to resell common stock when they want or at a price they find attractive.***

The market price for our common stock may fluctuate significantly. In addition to the risk factors described herein, the following factors may have an adverse impact on the market price for our common stock: announcements by us or our competitors of acquisitions or strategic initiatives; our actual or anticipated quarterly and annual operating results; changes in expectations of future financial performance (including incurred losses on our insurance in force); changes in estimates of securities analysts or rating agencies; actual or anticipated changes in our share repurchase program or dividends; changes in general conditions in the economy, the mortgage insurance industry or the financial markets; changes in operating performance or market valuation of companies in the mortgage insurance industry; the addition or departure of key personnel; changes in tax law; and adverse press or news announcements affecting us or the industry. In addition, ownership by certain types of investors may affect the market price and trading volume of our common stock. For example, ownership in our common stock by investors such as index funds and exchange-traded funds can affect the stock’s price when those investors must purchase or sell our common stock because the investors have experienced significant cash inflows or outflows, the index to which our common stock belongs has been rebalanced, or our common stock is added to and/or removed from an index (due to changes in our market capitalization, for example).

***We could be adversely affected if personal information on consumers that we maintain is improperly disclosed and our information technology systems may become outdated and we may not be able to make timely modifications to support our products and services.***

As part of our business, we maintain large amounts of personal information on consumers. While we believe we have appropriate information security policies and systems to prevent unauthorized disclosure, there can be no assurance that unauthorized disclosure, either through the actions of third parties or employees, will not occur. Unauthorized disclosure could adversely affect our reputation, result in a loss of business and expose us to material claims for damages.

We rely on the efficient and uninterrupted operation of complex information technology systems. All information technology systems are potentially vulnerable to damage or interruption from a variety of sources, including through the actions of third parties. Due to our reliance on our information technology systems, their damage or interruption could severely disrupt our operations, which could have a material adverse effect on our business, business prospects and results of operations.

In addition, we are in the process of upgrading certain of our information systems that have been in place for a number of years and continue to deploy and enhance our loan level pricing system. The implementation of these technological improvements, as

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well as their integration with customer systems when applicable, is complex, expensive and time consuming. If we fail to timely and successfully implement and integrate the new technology systems, or if the systems do not operate as expected, it could have an adverse impact on our business, business prospects and results of operations.

***Our success depends, in part, on our ability to manage risks in our investment portfolio.***

Our investment portfolio is an important source of revenue and is our primary source of claims paying resources. Although our investment portfolio consists mostly of highly-rated fixed income investments, our investment portfolio is affected by general economic conditions and tax policy, which may adversely affect the markets for credit and interest-rate-sensitive securities, including the extent and timing of investor participation in these markets, the level and volatility of interest rates and credit spreads and, consequently, the value of our fixed income securities, and as such, we may not achieve our investment objectives. Volatility or lack of liquidity in the markets in which we hold securities has at times reduced the market value of some of our investments, and if this worsens substantially it could have a material adverse effect on our liquidity, financial condition and results of operations.

For the significant portion of our investment portfolio that is held by MGIC, to receive full capital credit under insurance regulatory requirements and under the PMIERS, we generally are limited to investing in investment grade fixed income securities whose yields reflect their lower credit risk profile. Our investment income depends upon the size of the portfolio and its reinvestment at prevailing interest rates. A prolonged period of low investment yields would have an adverse impact on our investment income as would a decrease in the size of the portfolio.

In addition, we structure our investment portfolio to satisfy our expected liabilities, including claim payments in our mortgage insurance business. If we underestimate our liabilities or improperly structure our investments to meet these liabilities, we could have unexpected losses resulting from the forced liquidation of fixed income investments before their maturity, which could adversely affect our results of operations.

***Our financial results may be adversely impacted by natural disasters; certain hurricanes may impact our incurred losses, the amount and timing of paid claims, our inventory of notices of default and our Minimum Required Assets under PMIERS.***

Natural disasters, such as hurricanes, tornadoes, earthquakes, wildfires and floods, could trigger an economic downturn in the affected areas, which could result in a decline in our business and an increased claim rate on policies in those areas. Natural disasters could lead to a decrease in home prices in the affected areas, which could result in an increase in claim severity on policies in those areas. If we were to attempt to limit our new insurance written in disaster-prone areas, lenders may be unwilling to procure insurance from us anywhere.

Natural disasters could also lead to increased reinsurance rates or reduced availability of reinsurance. This may cause us to retain more risk than we otherwise would retain and could negatively affect our compliance with the financial requirements of the PMIERS.

The PMIERS require us to maintain significantly more "Minimum Required Assets" for delinquent loans than for performing loans; however, the increase in Minimum Required Assets is not as great for certain delinquent loans in areas that the Federal Emergency Management Agency has declared major disaster areas. An increase in delinquency notices resulting from a natural disaster may result in an increase in "Minimum Required Assets" and a decrease in the level of our excess "Available Assets" which is discussed in our risk factor titled *"We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility."*